

**BYLAWS**  
**of EVANGELICAL CHRISTIAN ACADEMY, INC.**  
*Amended by ECA Board – October 20, 2015*

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**ARTICLE I**  
**CORPORATE NAME**

The name of the Corporation is Evangelical Christian Academy, Inc. (the "Corporation").

**ARTICLE II**  
**PURPOSES**

The Corporation's purposes are those stated in its Articles of Incorporation ("Articles").

**ARTICLE III**  
**MEMBERS**

The Articles of Incorporation of the Corporation provide that the Corporation has no members. Accordingly, there shall be no meetings of the members of the Corporation.

**ARTICLE IV**  
**BOARD OF DIRECTORS**

- A. GOVERNANCE. The Board of Directors ("Board") shall govern the Corporation's business, property, and affairs. The Board may exercise all lawful powers which are not inconsistent with the Articles or these Bylaws.
- B. NUMBER AND QUALIFICATIONS. The Board shall have no less than eight and no more than eleven directors. The majority of the directors shall be from Village Seven Presbyterian Church ("Founding Church") subject to the approval of the Session of the Founding Church. The Board shall consist of the following:
1. Two Elders (active or inactive) from the Founding Church. These directors will be known as Session Directors.
  2. Three to six directors who are members of the Founding Church. These directors will be known as Church Directors.
  3. Up to three At-Large Directors. These directors are subject to the approval of the Session of the Founding Church and may be selected from any church that is represented by at least one student currently enrolled in the school. The number of At-Large Directors shall not exceed the number of Church Directors.
  4. Each Director must:
    - a. Give a credible profession of Christian faith
    - b. Affirm their commitment and personal belief in the doctrinal statement adopted by the Board of Directors
    - c. Affirm their commitment and support for the mission of ECA

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### C. APPOINTMENT, ELECTION, AND TERM.

1. **APPOINTMENT OF SESSION DIRECTORS.** Before the Annual Meeting of the year in which a Session Director's term shall expire, the applicable Session shall have the right to appoint an individual to serve as Session Director. The Session making the appointment shall certify its appointment in writing to the Board no later than the date of the annual meeting. If the Session fails to certify a Session Director by the annual meeting, the Board shall elect a Session Director who is willing to serve.
2. **ELECTION OF CHURCH AND AT-LARGE DIRECTORS.** The Board shall, by majority vote of a quorum at the Annual Meeting, elect Church Directors and At-Large Directors. The Secretary of the Board shall, within one week of the election, mail written notice of the election results to the Session of the Founding Church. The Session of the Founding Church may nullify any individual's election if the Session provides the Board with written notice of the nullification within five weeks of the date of the election.
3. **ORIGINAL DIRECTORS.** The initial director of the Corporation shall be E.J. Nusbaum. The original directors shall be those individuals elected by E.J. Nusbaum to such positions at the Organizational Meeting. The original directors shall serve as such until August 31, 1994, or until their successors are elected and have qualified.
4. **TERM.** Except as indicated above, directors shall serve for three-year, staggered terms ending on August 31, so that approximately one-third of the directors will be replaced each year. Staggering of the terms shall be determined by the directors at the first Annual Meeting. Directors may serve for two consecutive terms, but are then required to take a minimum of a one-year sabbatical before being eligible to serve again.
5. **VACANCIES.** Subject to the veto power of the Session, the directors may, at any Board meeting, fill any Church or At-Large Directorship due to a vacancy or to the creation of an additional Church or At-Large Directorship. Vacant Session Directorships shall be filled by the Session. If a Session fails to fill a vacant Session Directorship within five weeks of being notified of the vacancy, the Board may fill the vacancy. A director elected to fill a vacancy shall serve for the unexpired term of his predecessor. A director elected to fill a new directorship shall serve for a one- to three-year term designated by the Board at the time of his election.
6. **NULLIFICATION.** A director shall automatically resign and be removed from the Board and from every office the director holds if the director is a member of a church which has withdrawn all students from ECA or is not a church as specified in Article IV (B,3). If the Founding Church withdraws from the Presbyterian Church in America, it shall automatically surrender all of its rights under these Bylaws. If such an event occurs, the remaining directors shall amend these Bylaws accordingly and shall increase the number of Session, Church, and At-Large Directors as it deems appropriate.
7. **EX OFFICIO DIRECTORS.** The Board may appoint Academy Administrators to serve as ex officio directors.

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- D. **REGULAR MEETINGS.** The Board shall meet monthly unless otherwise specified by the Chairperson of the Board. Meetings of the Board may be called or rescheduled by the Chairperson or, in his absence, by the Vice-President, with a minimum of forty-eight hours' notice to all members.
- E. **ANNUAL MEETING.** In order to coincide with the fiscal year of the school, the Annual Meeting of the Board shall be held no later than the second Tuesday of May, at the date and time as the directors may establish.
- F. **SPECIAL MEETINGS.** The Board may call special Board meetings at the request of the President or any two directors. The President or two directors calling a special meeting shall fix a reasonable site and time for the meeting.
- G. **NOTICE.** Anyone who calls a special meeting shall give five days' notice to each director of the site and time of the meeting. The person calling the meeting shall mail or deliver the notice to each director's home or place of work or shall email notice to the last known email address for each director. The notice shall be deemed to be delivered when deposited in the mail in an appropriately addressed, postage-prepaid envelope or transmitted to the last known email address of each director. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice, except when a director attends a meeting for the sole purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The notice of any special or regular Board meeting shall specify the agenda or purpose of the meeting.
- H. **QUORUM.** In order to have a quorum, a majority of the Board must be present. Additionally, a majority of the members present must consist of Session Directors and Church Directors, with not less than one Session Director. If a quorum is not present, a majority of the directors present may adjourn the meeting without further notice.
- I. **MANNER OF ACTING.** Except as may be otherwise required herein, the action of the majority of the directors constituting a quorum shall be considered the action of the Board.
- J. **ACTION WITHOUT MEETING.** The Board may act without a meeting if each director consents to the action taken with a signature as a written record reflective of formal communication (i.e., written, electronic, etc.). The record shall have the same effect as a vote of the entire Board and shall be filed with the Corporation's secretary and made a part of the corporate records. The specific method of communication and vote will be included in meeting minutes.
- K. **REMOVAL.** The Board may, in the Corporation's best interest, remove any Church or At-Large Director with or without cause at any meeting by the affirmative vote of 75% of the directors then in office.
- L. **COMPENSATION.** Directors shall not receive any salary for their services. The Board may contract for and pay directors rendering unusual or exceptional services to the Corporation. The Board may reimburse directors for reasonable travel or other expenses incurred on the Corporation's behalf.

### **ARTICLE V**

#### **OFFICERS**

- A. **NUMBER.** The Corporation shall have a president, a vice president, a secretary, a treasurer, and such

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other officers as the Board may determine. Except for the offices of president and secretary, the same person may hold more than one office at the same time.

- B. **ELECTION AND TERM OF OFFICE.** The original officers shall be those elected by E.J. Nusbaum at the Organizational Meeting. The Board shall elect the Corporation's officers at its regular Annual Meeting. The Board may fill vacancies or create new offices at any Board meeting. Each officer shall hold office for one year or until he resigns or is removed.
- C. **PRESIDENT.** The president shall be a Session Director from the Founding Church. The president shall also serve as Board Chairperson. After the individual serving as president completes his initial one-year term as president, the Board may elect another individual from its members to serve as president or it may re-elect the same individual as president for any number of additional one-year terms as long as such individual continues to serve as a director. If a vacancy occurs in the office of president, the vice-president, if any, shall serve as acting president for the remainder of the president's term.
- D. **REMOVAL.** The Board may, in the Corporation's best interest, relieve an officer of his responsibilities with or without cause at any meeting by the affirmative vote of a majority of the directors then in office.
- E. **VACANCIES.** The Board may fill a vacancy in any office, for the unexpired term of the office.

### **ARTICLE VI**

#### **DUTIES OF**

#### **OFFICERS**

- A. **PRESIDENT.** The president shall:
  - 1. Preside at all Board meetings.
  - 2. Cast the deciding vote in the case of a tie vote at any Board meeting.
  - 3. Cast a tie-making vote, in which case a resolution will fail.
  - 4. Exercise any other duties incidental to the office with regard to the Corporation's business.
- B. **VICE-PRESIDENT.** The vice-president shall act in place of and as the president if the president is absent. If the vice-president is absent or resigns, the treasurer shall assume those duties.
- C. **SECRETARY.** The secretary shall keep or cause to be kept and regularly entered into the corporate record accurate minutes of all actions taken by the Corporation and its Board, as well as a list of the directors present at each meeting. The secretary shall also certify director election results as required by these Bylaws.
- D. **TREASURER.** The treasurer will cause to be prepared financial statements for the Corporation, covering the Corporation's results of operations for each fiscal year, for presentation at the Annual Meeting. The treasurer will prepare or cause to be prepared other interim reports of financial status as the president directs.

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### **ARTICLE VII**

#### **CONTRACTS, LOANS, CHECKS, DRAFTS, NOTES, AND DEPOSITS**

- A. **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. Such authority may be general or confined to specific instances.
- B. **LOANS.** No loans shall be contracted on the Corporation's behalf and no evidences of indebtedness shall be issued in its name unless authorized by a Board resolution. Such authority may be general or confined to specific instances. The Corporation shall have no power to make a loan to any of its directors or officers.
- C. **CHECKS, DRAFTS, AND NOTES.** All checks, drafts, or other orders for the payment of money and notes or other evidences of indebtedness issued in the Corporation's name shall be signed by a Corporation officer or officers, agent or agents, and in the manner designated by Board resolution. Orders for payment of money in excess of \$25,000 shall require the signature of the treasurer and at least two other directors.
- D. **DEPOSITS.** All Corporation funds not otherwise employed shall be deposited to the Corporation's credit in such banks, trust companies, or other depositories as the Board may select.

### **ARTICLE VIII**

#### **ADVISORY COMMITTEES**

- A. The Board shall establish committees to perform specific duties and tasks required to carry out the Corporation's business. The number and titles of the committee members will be set at the time of establishment. The committees are charged to study and report on issues as assigned by the Board. The President shall appoint committee members in accordance with this article.
  - 1. Each committee shall be chaired by an active Board member.
  - 2. A committee member must meet the following qualifications:
    - a. Be the parent, grandparent, or guardian of an ECA student or be a member of one of the sponsoring churches.
    - b. Give credible Christian testimony.
    - c. Be committed to the accomplishment of the ECA mission and willing to serve at least one two-year term.
  - 3. Committee members shall serve for a maximum of two consecutive terms.
- B. **COMMITTEE RULES.** Such committees may, subject to Board approval, prescribe rules and regulations for the call, conduct, and procedures of their meetings.
- C. **COMMITTEE POWERS.** Any special or standing committee shall have and may exercise all of the authority of the Board or such lesser authority as may be set forth in the resolution creating such

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committee, provided that no such committee shall have the authority of the Board in reference to amending, authorizing, or repealing bylaws; electing, appointing, or removing any member of any such committee or any officer, director, or principal of the Corporation; amending the Articles of Incorporation; restating the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual director of any responsibility imposed upon him by law.

- D. **COMPENSATION.** Committee member shall receive no salary for their services. The Board shall have power to contract for and to pay to any committee member who renders unusual or exceptional services to the Corporation compensation appropriate to the value of his services.
- E. **REMOVAL OF COMMITTEE MEMBERS.** Committee members may be dismissed by the Board by “an affirmative vote of a majority of the Board.”

### **ARTICLE IX**

#### **LIMITATION OF LIABILITIES**

- A. **LIABILITY FOR AND POWER TO INCUR DEBT.** No officer, director, or committee member acting on behalf of or purporting to be acting on behalf of the Corporation shall contract for or incur any debt on the Corporation's behalf or in any way render it liable unless specifically authorized by the Board. The Academy Administrators and those under their supervision may incur debt for the Corporation in the ordinary course of business for goods or services like rent, office supplies, and telephone without prior Board approval. The Academy Administrators and those under their supervision may not incur any single debt of more than \$1,000 without the prior approval of the Board.
- B. **LIMITATION ON SPENDING.** No officer or employee or the Board shall be authorized to incur liabilities or debts on the Corporation's behalf which exceed the Corporation's verified and available cash assets regardless of the limits of their otherwise provided authority.

### **ARTICLE X**

#### **GIFTS**

- A. **ACCEPTANCE OF GIFTS.** The Board may accept on behalf of the Corporation any gift, grant, bequest, or device for general purposes or for any special purpose of the Corporation. The power to accept gifts rests with the Board. The Board shall accept no gift which is restricted in a manner that will not permit the same to be utilized consistent with the purposes of the Corporation. Unless the terms expressly provide otherwise, all gifts, grants, bequests, and devices shall be deemed irrevocable.
- B. **CONDITIONS AND LIMITATIONS.** Any person who shall gift, bequeath or devise any property to the Corporation may make such gift subject to conditions, limitations, and specifications as to the use of the principal or income as he may see fit provided such conditions, limitations, specifications, and

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provisions are consistent with the general purposes of the Corporation.

- C. **FUNDS AND ACCOUNTS.** All such property received and accepted by the Corporation shall become part of the Corporation's property and, subject to any limitations, conditions, or specifications set by the giver, may be comingled with other assets of the Corporation. However, such property shall or may be placed in any number of separate and distinct funds or accounts whenever the conditions, limitations, or instruction of the gift, grant, bequest, or devise require a separate fund or account, or whenever the Board determines that such property should be placed in a separate and distinct fund or account. The Board reserves the right to discontinue any separate or distinct funds whenever, in the judgment of the majority of the Board, the circumstances so indicate.

### **ARTICLE XI**

#### **SCHOOL SUPERINTENDENT AND PRINCIPALS**

A. **APPOINTMENT AND TERMINATION.**

1. The Board shall hire the initial school principals to serve for a term it shall designate. The power and authority to terminate the initial school principals and to select others shall rest with the Board. After termination of the initial school principals with the approval of the Board, the Board may select, appoint, and set reasonable compensation for the Superintendent and other school principals.
2. The school Superintendent and principals shall have the necessary authority and responsibility to give full effect to such directives as may be issued by the Board and shall be accountable to the Board. The Board shall have the authority to terminate the school Superintendent and principals.

B. **DUTIES.** The school Superintendent and principals shall be responsible for:

1. The prompt and effective execution of all resolutions, policies, rules, and regulations adopted by the directors and performance of all duties prescribed by the directors.
2. The formulation and recommendation to the directors of policies, programs, and plans for the Corporation, and development of personnel policies for approval by the directors.
3. The development and submission to the directors for approval of a plan of administrative organization to manage and carry out the Corporation's function, services, and programs within established policies as approved by the directors.
4. The provision of budgetary information to the Finance Committee of the Board for the preparation of the annual budget and periodic financial reports.
5. The provision of information to the Personnel Committee for the hiring, retention, development, advancement, and termination of personnel and the maintenance of personnel policies for the Corporation.

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### **ARTICLE XII**

#### **FISCAL YEAR**

The Corporation's fiscal year shall commence on July 1 and end on June 30.

### **ARTICLE XIII**

#### **PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS**

No director, officer, employee, committee member, or person connected with the Corporation or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the Corporation's operations, provided that this shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board. Neither shall any such person or persons be entitled to share in the distribution of any of the Corporation assets upon the Corporation's dissolution.

### **ARTICLE XIV**

#### **WAIVER OF NOTICE**

Whenever any notice is required under these Bylaws, the Articles, or the law under which the Corporation is organized, waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

### **ARTICLE XV**

#### **AMENDMENTS**

These Bylaws may be amended at any annual, regular, or special meeting of the Board at which a quorum is present by a two-thirds vote of those present. Proposed amendments of these Bylaws must be made available to all board members at least thirty days before the board meeting where any such amendment or amendments are to be considered. Notwithstanding the above, the Board shall have no authority to amend these Bylaws without unanimous approval of the Session of the Founding Church.

### **ARTICLE XVI**

#### **INDEMNIFICATION OF OFFICERS, DIRECTORS, AND EMPLOYEES**

- A. **INDEMNIFICATION.** The Corporation shall, to the full extent permitted by law, indemnify its directors, officers, and employees from all judgments, amounts paid in settlement, and all reasonable expenses including attorneys' fees, resulting from or caused by any act undertaken by any such director, officer, or employee when, in good faith, carrying on the activity or function of the Corporation or acting on its behalf pursuant to the general or specific direction of the Board, the officers, the school administrators, or these Bylaws.
  
- B. **PURCHASE OF INSURANCE.** The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, or employee of the Corporation against any liability asserted against him and incurred by him in such capacity, or arising out of his status as such.



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**ARTICLE XVII**  
**GENERAL PROVISIONS**

The use of the male pronouns herein shall be deemed to include the feminine.

Originally adopted by Board resolution dated January 11, 1994.

Amended by Board resolution dated October 20, 2015

Secretary

Susan Foth