

Proposed Bylaws changes to Revised 2 May 2006, Rev D

PREAMBLE

We, the members of the Linn Christian Education Association hereby make and adopt the following Bylaws in accordance with the Articles of Incorporation of Linn Christian Education Association.

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ARTICLE 1 - STATEMENT OF FAITH

Each member of the Board of Directors, and each member of the Association, having accepted Jesus Christ as personal Savior, shall subscribe annually in writing to the following Statement of Faith:

We believe the Bible to be divinely inspired and the only infallible, inerrant, and authoritative written Word of God. (2 Timothy 3:16; Romans 15:4; 2 Peter 1:20-21)

We believe that there is one God, infinitely perfect and eternally existent in three persons: Father, Son, and Holy Spirit. (Romans 5:5, John 1:1-3, 14; 1 Corinthians 8:6; Matthew 28:19)

We believe in the deity of our Lord Jesus Christ, His virgin birth, His sinless life, His miracles, His vicarious and atoning death through His shed blood, His bodily resurrection, His ascension to the right hand of the Father, and His personal return in power and glory. (John 10:30, 2 Corinthians 5:21; John 21:24-25;

Acts 1:9; Mark 16:19; Luke 24:6-7; Revelation 19:11-16; Hebrews 9:26-28; Romans 5:9; 1 Corinthians 15:2-4; John 1:1-3; 1 Corinthians 8:6; Matthew 1:22-23)

We believe in the fall of man, that all have sinned and come short of the glory of God, and that all human beings are born with a sinful nature. (Genesis 3:1-24; Romans 3:23; Romans 3:9-20; Psalm 51:5)

We believe that regeneration by the Holy Spirit is absolutely essential for the salvation of lost and sinful human beings. (Titus 3:5; Romans 12:2; John 3:5-6; 2 Corinthians 5:17)

We believe that salvation is entirely by grace, through one's personal faith in the person and finished work of Jesus Christ upon the cross. (Ephesians 2:8-9)

We believe in the present ministry of the Holy Spirit, who indwells the Christian, and enables him/her to live a godly life. (2 Thessalonians 3:13; 1 Peter 1:2; Ephesians 3:14-20; Galatians 5:16)

We believe in the bodily resurrection of both the saved and the lost; they that are saved unto the resurrection of eternal life and they that are lost to the resurrection of eternal damnation. (Revelation 20:11-15; 1 Corinthians 5:10; Romans 14:10-12; Revelation 21:1-4,8; John 5:28-29)

We believe that Jesus Christ is the head of the church, which is His body (the church consists of all those who profess faith in Jesus Christ as Savior and Lord) and that all who are believers in our Lord Jesus Christ are united spiritually to Christ and to one another through the Holy Spirit, who is the source of our unity. (Ephesians 3:1-14; 1 Corinthians 12:13; Galatians 3:28).

## ARTICLE II - PHILOSOPHY OF EDUCATION

### **BASIS AND PURPOSE**

The educational process in a Christian school is dependent on a biblical philosophy that provides the right worldview and essential truths for life so that children may be prepared to assume their proper place in the home, the church, and the state.

The purpose of Linn Christian Education Association is to establish and maintain Christian schools where the primary emphasis shall be as follows:

- a. To teach children to know, love, trust, and obey God, that He may be glorified by manifesting the love, righteousness, power and grace of His Son, the Lord Jesus Christ, in and through their lives.
- b. To enable each child to become a fully functional, responsible, productive, and contributing member of society. To accomplish this purpose, schools established and maintained by this association will offer a traditionally academic, cognitive-based educational program of the highest attainable quality.

~~1-~~ Our ultimate goal is to help children realize to their fullest potential the intellectual and creative capabilities with which they were endowed by their Creator, to the end that, in all areas and walks of life where God may call them, they would serve Him and be witnesses of the gospel of the Lord Jesus Christ.

~~2-~~ Accordingly, the foundation of this educational institution is the Word of God. Therefore, a strong and firm personal commitment to God's Word is absolutely necessary for all persons involved in governing, administrative or teaching processes of the organization. God's Word is our supreme and final authority in all matters of faith, life, and practice. All areas of the curriculum shall be taught from a Christian perspective worldview, integrating Biblical principles and a Christ-centered philosophy of education. Other worldviews will be examined when doing so furthers a students' understanding of the topic at-hand, but will be done so from a Christian perspective.

~~3-~~ The establishment, maintenance, and control of education is the right and responsibility of parents. God has ordained the family as the foundation and basic unit of society. Parents have been entrusted with and are ultimately responsible for the nurture, instruction, and discipline of their children.

4- The role of Linn Christian Education Association is to assist parents [and the church](#) in fulfilling their responsibilities to nurture the spiritual, intellectual, emotional, social, and physical growth and development of their children. Although the Christian school can never take the place of the home, it does serve as a vital and effective extension of the home, reinforcing Biblical values and principles taught in the home while providing educational opportunities and resources which might not otherwise be available.

5- Linn Christian Education Association is an interdenominational, evangelical Christian organization where fundamental Bible truths, as specified in the Statement of Faith, are believed and taught. In order for this organization to effectively carry out its purpose and program, it is imperative that it not be sidetracked or crippled by controversial issues. Rather, the members of this association are resolved to press forward by working together and standing united on the basic Biblical doctrines, purpose and principles upon which the association has been founded.

#### **ARTICLE II OFFICES**

~~The principal office of the association in the State of Iowa shall be located in the City of Cedar Rapids, Linn County. The association may have such other offices, within or without the State of Iowa, as the business of the association may require from time to time. The registered office of the association required by the Iowa Nonprofit Corporation Act to be continuously maintained in Iowa shall be initially as provided in the Articles of Incorporation subject to change from time to time by resolution of the Board of Directors and filing of statement of said change as required by the Iowa Business Corporation Act.~~

**Comment [JRR1]:** Offices section moved to later Article - MISCELLANEOUS

#### **ARTICLE III – ASSOCIATION MEMBERSHIP**

##### **MEMBERS**

**SECTION 13. ANNUAL MEETING.** The annual meeting of members shall be held on such dates as the Board of Directors shall by resolution specify within a period commencing on May 1 and ending on May 31 in each year. At each annual meeting the election of directors shall take place and such other business shall be transacted as may be properly presented to such meeting.

**SECTION 24. SPECIAL MEETINGS.** Special meetings of the members may be called by the President, by the Board of Directors or by not less than one-fourth of all the members entitled to vote at the meeting.

**SECTION 35. PLACE OF MEETING.** The Board of Directors may designate any place within the State of Iowa as the place of meeting for any annual meeting or for any regular or special meeting called by the Board of Directors.

**SECTION 46. NOTICE OF MEETINGS.** Written or printed and electronic notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than twenty-one (21) nor more than forty-five (45) days before the date of the meeting, either personally, electronically or by mail, by or at the direction of the President, the Secretary, or the officer or persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at ~~his~~their address as it appears on the membership ~~books~~records of the association, with postage thereon paid. If electronic, such notice shall be deemed to be delivered when electronic notice is sent, addressed to the member at their electronic address as it appears on the membership records of the association.

**SECTION 57. DETERMINATION OF MEMBERS ENTITLED TO VOTE.** For the purpose of determining members entitled to notice of, or eligibility to vote at any meeting of members or any adjournment thereof, the date on which notice of the meeting is mailed or sent shall be the record date for such determination of members. When a determination of members entitled to vote at any meeting of members has been made as provided in this section, such determination shall apply to any adjournment thereof.

**SECTION 61. MEMBERSHIP CRITERIA.** To become a member, an applicant must agree with and sign the association's Statement of Faith, must sign a statement agreeing to abide by the terms and conditions set out in the association's Bylaws, and must profess to be a Christian as described in John 3:16, Acts 20:21, and Romans 10:9-10. An applicant must also meet one of the following criteria to become a member:

- a. The individual applicant must be the parent, guardian, or sponsor of a child currently attending one of the association's Christian schools or must be currently involved in a governing, administrative or teaching faculty capacity in one of the association's Christian schools.
- b. Any individual who does not meet one of the criteria in (a.) ~~above can be offered~~ membership if they are at least 18 years of age, and not a student in the association's Christian's schools, and must make an annual contribution to the association in the amount of \$100 and request voting rights at least 45 days prior to the annual meeting. The number of such individuals shall not exceed five (5) percent of the total number of voting members.
- c. Any church or organization, that wants to have LCEA membership, must make an annual contribution to the association in the minimum amount of \$250. An organization's obligation shall include designation of two voting representatives.

~~d. Any member may be removed at a specially called meeting of the membership for that purpose by the affirmative vote of two thirds of the membership.~~

**Comment [JRR2]:** Will move to beginning of article in final document (easier to see changes without moving)

**Comment [JRR3]:** Reworded below based on ASCI recommended template

**SECTION 2. REMOVAL FROM MEMBERSHIP.**

Any member may be terminated by action of the Board of Directors upon a determination by the Board that the member has conducted himself or herself in a manner which is inconsistent with Articles I and II of these Bylaws.

**Comment [JJR4]:** Will move to correct location earlier article (in final document)

**SECTION 78. AGENDA.** The Board President or Secretary shall prepare an agenda of business to be transacted before each meeting and shall publish the agenda no less than ten (10) days prior to each meeting. Association members desiring to propose matters for consideration should notify the Secretary at least fourteen (14) days prior to any meeting at which it is proposed to bring such matter up.

**SECTION 89. MEMBERSHIP VOTING.** Each member on the membership roll is entitled to one vote on the affairs of the association. Each member present at a meeting shall be entitled to one vote on each matter submitted to a vote at the meeting. ~~Each member church or organization shall designate by January 1 of that year two voting representatives. A member or church or organizational representative must be present at the meeting to vote.~~ Proxy votes ~~or absentee ballots~~ are not permitted. While personal attendance is strongly encouraged, an absentee ballot can be made available by written request in the school office seven days prior to the scheduled meeting / up until 3pm the day of the meeting- wording to be refined.

**SECTION 910. QUORUM.** One fourth of the membership roll, as of fourteen (14) days prior to any meeting. ~~January 1 of that year~~ shall constitute a quorum for the transaction of business.

**ARTICLE IV – LCEA BOARD OF DIRECTORS**

**DIRECTORS**

**SECTION 1. GENERAL POWERS AND DUTIES.** The continuing operation of the ministry and business ~~and~~ affairs of the association shall be managed by its Board of Directors, provided, however, that matters relating to the acquisition or disposal of real property, ~~or~~ new building construction (as determined by city permit requirements). shall be decided by the members at any duly convened LCEA meeting. The responsibilities of the Board shall include, but not be limited to, making policy, acting on matters of personnel including hiring and firing pursuant to other provisions of these bylaws, establishing tuition and fees, promoting Christian education in the community, and praying for the ministry of the association.

School Oversight: The Board of Directors shall establish the mission and objectives of the Christian education offered at the school. The Head of School will create and administer these objectives.

- A. CONTRACTS:- The Board of Directors may authorize any officer or officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the association, and such authority may be general or confined to specific instances.
- B. LOANS:- The Board of Directors shall have the authority to borrow money in the name of the school, but all measures will be taken to operate with a balanced budget. No loans shall be contracted on behalf of the association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.
- C. The Board of Directors helps set the spiritual tone for the school. Board members shall pray both individually and corporately for the administration, faculty, staff, parents, and children of the school. They will be inclined to prayer, ever mindful of their own dependence on God for His grace and wisdom manifest in their leadership.
- D. The primary function of the Board of Directors is to set school policy, not to administer the school. The daily administration is the work of the Head of School. The Board's policies set the boundaries within which the Head of School administers the school.
- E. The Board's authority is corporate. Individual Board members have authority to act only when the Board is convened in regular or special session. There shall be only one line of authority, which will flow from the Board of Directors through its President to the Head of School, who is charged with the responsibility for properly conveying the decisions and actions of the Board to the faculty, staff, students, and parents as appropriate.
- F. The Board of Directors shall procure, protect, maintain, and manage the property and equipment of the school.
- G. The Board of Directors shall oversee the general financial operation of the school and take timely measures to ensure that the requirements of the approved annual budget are met, devising methods of raising necessary operating funds, and determining how these funds shall be disbursed (using the policies and procedures in place). The financial records of the association shall be audited annually by the Board of Directors using such internal or external auditors as are assigned by them and such audit shall be made available to the membership upon request.
- H. The Board of Directors shall exercise due care to determine that the school operates according to accepted legal principles which should include, but not be limited to, obtaining competent legal advice, and consideration of safety and personnel issues.
- I. A significant duty of the Board of Directors is the selection of its Administrative Officer (Head of School). The Head of School will implement the Board's legislated policies and directives and manage the day-to-day operation of the school and staff. The annual evaluation of the Head of School is the responsibility of the entire Board of Directors.
- J. Upon recommendation of the Head of School, after careful consideration of spiritual and academic qualifications, faculty and staff appointments shall be reviewed by the Board of Directors. All faculty and staff must declare their unconditional acceptance of the association's Statement of Faith and Philosophy of Education and shall demonstrate a consistent Christian walk. Such employees shall be chosen to meet the educational objectives and execute the academic programs and policies of the school. The Head of School shall evaluate faculty and staff annually per written policy. Staff may also be appointed by written contract at the discretion of the Board of Directors.

K. The Board of Directors reserves the right to dismiss any personnel associated with the school who do not fulfill the requirements set forth in these bylaws, or in their employment agreement, or who fail to be a Christian role model.

L. The Board of Directors shall ensure that a Faculty and Staff Handbook is developed, revised as needed, and annually made available to all employees.

M. The Board of Directors are ultimately responsible for school curricula and shall annually review changes recommended by the school's faculty, under the leadership of the Head of School. The scope of this review will include changes in curriculum content, requirements and associated recommendations to maintain consistency with the Statement of Faith and Philosophy of Education of the association, making certain that continuing emphasis in teaching is given to developing Christ-like character through instruction in God's principles of living, including evangelism and discipleship.

N. The Board of Directors shall evaluate itself annually. Each member shall also evaluate his or her willingness and ability to continue in a Board position.

## **SECTION 2. BOARD MEMBER QUALIFICATIONS**

A. Members of the Board of Directors shall be born-again believers and subscribe without reservation to the school's Statement of Faith and Philosophy of Education.

B. Members of the Board of Directors shall be Christian role models in the school and community.

C. No full-time, salaried employee or spouse of any full-time, salaried employee shall be eligible to serve on the Board.

## **SECTION 23. NUMBER AND ELECTION OF DIRECTORS.**

All members of the Board of Directors shall be members of the association. The number of directors shall be a minimum of eight (8) and a maximum of twelve (12). No more than two (2) directors shall be from the same church congregation. A minimum of five (5) churches is to be represented. No less than two-thirds (2/3) of these directors shall be a parent, guardian, or sponsor of a child currently attending one of the association's Christian schools.

The term of office as director shall be three years with one third of the terms expiring each year. If a director changes church association during the course of the year causing an imbalance in church representation, the director's term shall conclude at the next annual membership meeting. Any vacancy occurring in the Board of Directors may be filled by the majority vote of the remaining directors. The appointee's term shall run until the next annual membership meeting.

Directors who have served on the Board for three consecutive three-year terms (or equivalent) are eligible for election and/or appointment to the Board, provided that such person shall have been off the Board for at least a full year prior to the commencement of their new term on the Board.

SECTION 154. EMERITUS COUNSEL. The Board of Directors may appoint no more than two (2) Emeritus Counsel to advise the Board of Directors in a non-voting capacity. The terms for the Emeritus Counsel position shall be two years with one half of the terms expiring each year. The Emeritus Counsel appointee must have served at least one (1) term of three (3) years

for a total of three years on the Board of Directors before being considered for this position. The Emeritus Counsel appointees shall not be from the same church congregation.

~~**SECTION 3. ANNUAL MEETING.** An annual meeting of the Board of Directors shall be held without other notice than this Bylaw, immediately after, and at the same place as, the annual meeting of the members.~~

**SECTION 45. REGULAR MEETINGS.** The Board of Directors ~~will establish~~ may provide by resolution the time and place for the holding of regular meetings ~~every, without other notice than such resolution, to be held at least once each month during the~~ year.

- A. Regular meetings of the Board of Directors shall convene monthly, at least nine times per year. The time and place of the Board of Directors' regular meetings shall be posted in the school office at least one week prior to the meeting.
- B. Board of Directors' meetings shall be open to school parents and other interested individuals, except during an executive closed session meetings. The President may grant the privilege of the floor to observers at his or her discretion.
- C. The President of the Board of Directors, in consultation with the Head of School, shall prepare an agenda for regular meetings of the Board. Such agendas shall be emailed to each Director at least two days prior to the scheduled regular meeting.
- D. The Board of Directors has the right to meet in executive closed session.
  - 1. An executive closed session can be called for by any Director during a portion of any meeting for the purpose of discussing personnel and other sensitive matters.
  - 2. Executive closed sessions shall have in attendance all Directors present at said meeting, the Head of School of the school, and any other persons who are specifically asked to attend this session by the Board President. When the executive closed session is for the purpose of evaluating the Head of School, the Head of School may be asked not to attend.
  - 3. No official business shall be transacted in the executive closed session. Rather, the time spent in closed session shall be used to discuss the sensitive matter at hand. When the Board reconvenes following an executive closed session, any decision shall be made and stated officially so that the Board Secretary can record such decision in the official minutes.

**SECTION 5.6 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 Board members, at the request of any four directors.
- B. Notice of the time and place of all special meetings of the Board of Directors shall be given to each Director by telephone at least 48 hours prior to the scheduled special meeting.

~~**SECTION 6. NOTICE.** Notice of any special meeting shall be given at least three (3) days previous thereto by written notice delivered personally or mailed to each director at his business address, or by electronic mail, or by telephone or by direct personal notification. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed and postage prepaid at least five (5) days previous thereto. If notice be given by electronic mail, such notice shall be deemed to be delivered when the electronic mail is sent to the mail server, and no rejection from the mail server is received. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the~~



~~express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such a meeting.~~

**SECTION 7. QUORUM.** A majority of the number of the directors fixed by these Bylaws shall constitute a quorum for the transaction of business.

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

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 8. MANNER OF ACTING.** The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors except to the extent otherwise provided in the Articles of Incorporation.

**SECTION 9. PRESUMPTION OF ASSENT.** ~~Any Director of the association Board who is present at a meeting of its the Board of Directors at which action on any matter of the association is taken shall be presumed to have assented to the action taken unless his or her dissent shall is be entered in the minutes of the meeting, or unless the Director shall files his or her written dissent to such the action taken with the secretary (or person acting as secretary) of the meeting before adjournment of the meeting, thereof or shall forward such dissent by registered or certified mail to the secretary of the association postmarked within three days after the adjournment of the prior to the next regularly scheduled meeting. Such The right to dissent shall not apply to a Director who has voted in favor of such the action.~~

**Comment [JRR5]:** Updated based on ASCI recommended template

**SECTION 10. RESIGNATION OR DISMISSAL FROM THE BOARD OF DIRECTORS.**

~~Any director may resign at any time by giving written notice of his resignation to the President or the Secretary. Any such resignation shall take effect at the time specified therein, or, if the time when it shall become effective shall not be specified therein, it shall take effect immediately upon its receipt. Except as specified therein, the acceptance of such resignation shall not be necessary to make it effective.~~

A. After prayerful consideration, any Board member may resign from office. He or she shall tender the resignation in a letter to the Board President.

B. Any Board member may be removed from the Board of Directors for failure to be a Christian role model, for excessive absence from regular and special meetings of the Board, or whenever such removal in the judgment of the Board would be in the best interest of the school. Removal shall require a two-thirds vote of the Board of Directors.

C. In view of the serious nature of a Board member's involuntary removal from office, every effort shall be made by all parties to show Christian compassion and forbearance. Corrective measures and actions designed to promote genuine repentance and personal restoration shall

be applied. Dismissal from the Board shall be a matter of “last resort.” Any unpleasantness surrounding such action shall be dealt with quickly and take into account the dignity and personal privacy of the individual in question.

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

~~**SECTION 11. REMOVAL OF DIRECTORS.** Any director may be removed either with or without cause, at any time, by the affirmative vote of a majority of the Board of Directors of the association, taken at a special meeting of directors called for that purpose. Any director who is removed from the Board by the majority of the directors has the right to appeal to the membership of the association. The president of the Board of Directors will then call a special meeting of the membership for the purpose of the membership voting on the appeal of the director. A director may be reinstated by the approval of the majority of the members present at the special meeting.~~

**Comment [JRR6]:** Merged with Director Resignation section based on ASCI recommended template

~~**SECTION 12. FINANCES.** The Board of Directors shall take timely measures to insure that the requirements of the budget of the association are met. The funds necessary for the operation of the association shall be obtained from tuition income, special donation, church offerings, contributions from organizations, and the other means consistent with the association’s giving policy.~~

**Comment [JRR7]:** Duplicate – scope covered by the updated GENERAL POWERS AND DUTIES of the Board section

~~**SECTION 13. CURRICULUM.** The Board of Directors shall be responsible for the curriculum of each school as to its content, its consistency with the Basis and Purpose of the association, and its effective classroom application, making certain that continuing emphasis in teaching is given to developing Christ like character through instruction in God’s principles of living, including evangelism and discipleship.~~

**Comment [JRR8]:** Removed - covered by updated HoS section and updated GENERAL POWERS AND DUTIES of the Board section

~~**SECTION 14. NOMINATION OF DIRECTORS.** Ninety (90) days prior to any annual membership meeting or other special election, the Board of Directors shall appoint a committee for the purpose of submitting names to fill any vacancies on the Board of Directors. This Nominating Committee shall be comprised of two members from the Board of Directors and three members at large. The committee shall solicit names from the membership at large at least sixty (60) days prior to the meeting, and receive names from the membership at large to fill any vacancies on the Board. Upon receipt of any nominee the committee shall screen the nominees for the requisite qualifications. The recommended nominees and their biographies shall be included in the agenda for the annual meeting.~~

**Comment [JRR9]:** Moved to Committees section

~~**SECTION 15. EMERITUS COUNSEL.** The Board of Directors may appoint no more than two (2) Emeritus Counsel to advise the Board of Directors in a non-voting capacity. The terms for the Emeritus Counsel position shall be two years with one half of the terms expiring each year. The Emeritus Counsel appointee must have served at least one (1) term of three (3) years for a total of three years on the Board of Directors before being considered for this position. The Emeritus Counsel appointees shall not be from the same church congregation.~~

**Comment [JRR10]:** Moved up earlier in Article

## ARTICLE V – OFFICERS OF THE BOARD

### OFFICERS

The Board of Directors shall annually elect Officers of the Board from among its members. The Officers shall not be Emeritus Counsel. The duties of the Officers shall be limited to the following:

- 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 Head of School's point of contact with the Board when the Board is not in session.
- B. Vice President. The Vice President shall perform the duties of the President in the latter's absence, disability, or refusal to act. When so acting, the Vice President shall have all powers of and be subject to all the restrictions upon the President.
- C. Secretary. The Secretary shall cause to be recorded the minutes of any and all meetings of the Board. The Secretary shall have custody of the Board records and documents and shall conduct necessary correspondence and perform other duties associated with the office.
- D. Treasurer. The Treasurer shall maintain the financial records showing the financial condition of the Corporation, shall be the custodian of all monies of the Corporation, and shall perform such other duties as are customarily performed by such an officer.

~~SECTION 1. NUMBER.~~ The officers of the association shall consist of a President, a Vice President, a Secretary, and a Treasurer.

~~SECTION 2. ELECTION AND TERM OF OFFICE.~~ The officers of the association shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of members. Such officers shall not be Emeritus Counsel. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his or her successor shall have been duly elected and qualified, or until his or her death, or until he or she shall resign, or shall have been removed in the manner hereafter provided.

~~SECTION 3. REMOVAL.~~ Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the association will be served thereby.

~~SECTION 4. VACANCIES.~~ A vacancy in any office, because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

~~SECTION 5. THE PRESIDENT.~~ The President shall be the principal executive officer of the association and shall in general supervise and control all of the business and affairs of the association, subject to the general powers of the Board of Directors. He shall preside at all meetings of the members, of the Board of Directors and of the Executive Committee. He may sign, with the Secretary or any other proper officer of the association thereunto authorized by the Board of Directors, deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the association, or shall be required by law to be otherwise signed and

~~executed. In general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.~~

~~**SECTION 6. THE VICE PRESIDENT.** In the absence of the President or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President, and shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.~~

~~**SECTION 7. THE TREASURER.** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties at the Board of Directors shall determine, such bond being paid for by the association. He shall be accountable for the determination that all funds and securities and accounts of the association are handled responsibly which shall include the making of all disbursement and deposits of funds belonging to the association, preparation of financial statements and presentation of same at each meeting of the Board of Directors or members, except at special meetings. He shall also provide for an annual audit of the accounts in the manner hereafter provided. He shall in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.~~

~~**SECTION 8. THE SECRETARY.** The Secretary shall keep the minutes of the membership meeting and of the Board of Directors meetings in one or more books provided for that purpose; see that all notices are duly given in accordance with the provision of these Bylaws or as required by law; be custodian of the association's records; keep a register of the post office address of each member which shall be furnished to the secretary by such member; have general charge of membership books of the association; and in general perform all duties. Incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.~~

~~**SECTION 9. AUDIT.** The financial records of the association shall be audited annually by the Board of Directors using such internal or external auditors as are assigned by them and such audit shall be made available to the membership upon request.~~

## **ARTICLE VI**

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

~~**SECTION 1. CONTRACTS.** The Board of Directors may authorize any officer or officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the association, and such authority may be general or confined to specific instances.~~

~~**SECTION 2. LOANS.** No loans shall be contracted on behalf of the association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.~~

**Comment [JRR11]:** Duplicate – scope covered by the updated GENERAL POWERS AND DUTIES of the Board section

**Comment [JRR12]:** Moved to Board of Directors' GENERAL POWERS AND DUTIES section in earlier Article

~~SECTION 3. CHECKS, DRAFTS, ETC.~~ All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the association, shall be signed by such officer or officers of the association, and in such manner as shall from time to time be determined by resolution of the Board of Directors.

~~SECTION 4. DEPOSITS.~~ All funds of the association not otherwise employed shall be deposited from time to time to the credit of the association in such banks, trust companies, or other depositories as the Board of Directors may select.

**Comment [JRR13]:** Covered by Board oversight in GENERAL POWERS AND DUTIES section and LCEA policy and procedures

## **ARTICLE VI - I FISCAL YEAR**

The fiscal year of the association shall begin on the first day of July in each year and shall end on the last day of June in each subsequent year for tax and financial reporting purposes. The annual period shall run July 1 through June 30 for membership and voting purposes.

## **ARTICLE VII - COMMITTEES**

### **COMMITTEES**

The Board of Directors shall operate using a Standing Committee and ad hoc committee system. Each committee shall have the responsibility to review and make recommendations in its assigned area for consideration and action by the full Board. The board will approve all committee appointments at least annually. The President shall may be an ex-officio member of each committee by reason of his or her office.

Each Standing Committee of the Board, identified in this article, shall have no fewer than two Board members appointed by the Board President. One of the Board members shall chair the committee. Interested parents or individuals may serve on the committees.

The Board of Directors may from time to time establish ad hoc committees made up of Board members or other interested individuals to deal with specific objectives of the school. Upon completion of its assigned task, such ad hoc committee shall dissolve.

~~SECTION 1. MEMBERSHIP.~~ ~~The President shall be an ex-officio member of each committee by reason of his/her office. All committees shall be directly responsible to the Board of Directors. Ad hoc committees shall be created and ad hoc committee members shall be appointed by the President subject to the approval of the Board of Directors.~~

**SECTION 21. EDUCATION COMMITTEE.** The Education Committee shall safeguard the purpose and foundation of the association as specified in Article I of these bylaws. The Education Committee shall comprise, at a minimum, the following: Head of School, one Director, two teaching faculty members, and one member-at-large. Students may be included as part of the Committee when appropriate. The Education Committee shall be responsible for

maintenance of school accreditation. As part of the duties, the committee shall serve in a school improvement advisory role, analyzing the following:

- a. major educational needs;
- b. student learning goals;
- c. long-range and annual school improvement goals related to instruction and learning;
- d. the desired levels of student academic performance;
- e. progress toward meeting the goals; and
- f. the spiritual climate of the school for the purpose of providing input to the BoD and HoS on advancing the mission of the school.

The Education Committee shall remain informed of the school curriculum and may provide feedback but shall not direct its development, which is a duty delegated to the HoS as described under Article VIII, Section 6 of these bylaws.:

- ~~a. Be comprised of at least two teaching faculty members, at least one Director, and at least one member at large.~~
- ~~b. Consider all matters relative to the education program, curriculum, and accreditation of each school, and make recommendations concerning the same to the Board of Directors.~~
- ~~c. Safeguard the purpose and the foundation of the association as specified in the Basis and Purpose of Linn Christian Education Association as specified in Article I of these bylaws.~~
- ~~d. Keep informed in regard to quality of classroom instruction, teaching, facilities and discipline, and make recommendations to the Board of Directors concerning these and related matters.~~

**SECTION 32. FACILITIES COMMITTEE.** The Facilities Committee shall:

- a. ~~Be comprised of~~Include at least one member-at-large, ~~and at least one Director.~~
- b. Have supervision of the association's buildings and property, ~~excepting buses,~~ being responsible for the proper ~~heating, lighting, ventilation,~~utilities and sanitation of the school properties, and of compliance with all city, state, health, safety, and welfare ordinances or regulations.
- ~~c. Be responsible for submitting names for hiring to the Board of Directors.~~
- ~~d. Be responsible for the transportation needs of the association.~~

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**SECTION 43. FINANCE COMMITTEE.** The Finance Committee shall:

- a. Include the association's Treasurer and at least one member-at-large.
- b. Supervise all the finances and investments of the association including audit procedures and shall keep the Board of Directors apprised of the financial status of the association.
- c. ~~Prior to the January Board of Directors meeting, s~~Submit to the Board of Directors for its consideration, a proposed budget for the coming fiscal year.
- d. Be responsible for student scholarships.
- e. Be responsible ~~for~~or oversee the fundraising programs of the association.

~~**SECTION 5. PROMOTION COMMITTEE.** The Promotion Committee shall:~~

- ~~a. Be comprised of at least one member at large, and at least one Board member.~~

~~b. Recommend to the Board of Directors such activities that may advance and strengthen the cause of Christian Education and promote participation in the association's schools; and make arrangements for carrying out such activities;~~

**Comment [JRR14]:** Covered by Director of Development & Community Relations position and updated Board duties of "promoting Christian education in the community"

**SECTION 6. LEGAL COMMITTEE.** The Legal Committee shall:

- a. Be comprised of at least three Directors;
- b. Be responsible for reviewing the legal documents of the association including, but not limited to bylaws, policies, procedures, employee handbooks, student contracts, and financial aid forms; and provide recommendations for modifications to the Board of Directors;
- c. Be responsible for legal issues involving personnel and real property;

**Comment [JRR15]:** Duplicate – scope covered by the updated GENERAL POWERS AND DUTIES of the Board section

**SECTION 7. STRATEGIC PLANNING COMMITTEE.** The Strategic Planning Committee shall:

- a. Be comprised of at least two Directors and at least one member at large.
- b. Be responsible for assessing the future needs of the association and planning to meet these future needs;

**Comment [JRR16]:** Duplicate – scope covered by the updated GENERAL POWERS AND DUTIES of the Board section

**SECTION 84. EXECUTIVE COMMITTEE.** The Executive Committee shall:

- a. Consist of those persons who are officers of the association, and other Directors appointed by the President with the consent of the Board of Directors.
- b. Have and may exercise all the necessary powers of the Board of Directors in the governance and management of the association during the intervals between the meetings of the Board of Directors; but in no event shall the Executive Committee act contrary to action theretofore taken by the Board of Directors.
- c. ~~Keep Report minutes of~~ all actions of Executive Committee meetings ~~and report them~~ to the Board of Directors at its next meeting for approval.
- d. Call meeting at any time by request of the Board President and shall be called by the President within ten days upon the request of the other three ~~or more~~ members of the Executive Committee. All meetings of the Executive Committee shall be held on at least ~~three days' written notice by United States postal mail or~~ one day's notice by telephone, ~~fax,~~ or electronic mail.
- e. Consider a majority of the voting members of the Executive Committee as constituting a quorum.
- f. Understand that an action of the Executive Committee may be reversed by the Board of Directors at the next meeting of the Board of Directors upon adoption of a resolution by the Board of Directors to reconsider the action, notwithstanding the provisions of reconsideration stated in Robert's Rules of Order.

**SECTION 514. NOMINATION OF DIRECTORS NOMINATING COMMITTEE.** Ninety (90) days prior to any annual membership meeting or other special election, the Board of Directors shall appoint a committee for the purpose of submitting names to fill any vacancies on the Board of Directors. This Nominating Committee shall be comprised of two members from the Board of Directors and three members at large. The committee shall solicit names from the membership at large at least sixty (60) days prior to the meeting, and receive names from the membership at large to fill any vacancies on the Board. Upon receipt of any nominee the

committee shall screen the nominees for the requisite qualifications. The recommended nominees and their biographies shall be included in the agenda for the annual meeting.

## **ARTICLE ~~VIII~~ - HEAD OF SCHOOL**

**SECTION 1. DEFINITION.** The Board shall appoint a Head of School (HoS) to act as the chief executive officer of LCEA schools, subject to the authority to the Board of Directors. The HoS shall be an ex-officio non-voting member of the Board.

**SECTION 2. INITIAL APPOINTMENT.** The Board shall select the HoS from among the candidates submitted for consideration by a special ad-hoc search committee appointed by the Board. An affirmative vote of at least two-thirds is required for appointment.

**SECTION 3. CHRISTIAN CHARACTER.** In addition to meeting academic experience and technical requirements, the HoS shall be a born-again believer and subscribe without reservation to the school's Statement of Faith and Philosophy of Education. He or she shall be a Christian role model in the school and community.

**SECTION 4. JOB DESCRIPTION.** The Board of Directors shall establish by policy the duties, responsibilities, and authority of the HoS.

**SECTION 5. APPOINTMENT AND YEARLY EVALUATION.** The HoS shall be appointed by written contract after careful consideration of his or her spiritual and academic qualifications and Board-conducted evaluation. The Board of Directors shall evaluate the HoS annually on the basis of his or her performance against the Board-established job description and other factors.

**SECTION 6. CURRICULUM DEVELOPMENT.** The Head of School is delegated responsibility for development of the educational curriculum, as provided in written policy. The educational curriculum is subject to review by the Board of Directors, as described in Article IV, Section 1, Paragraph M of these bylaws.

## **~~TEACHING STAFF~~**

**~~SECTION 1. APPOINTMENT.~~** Teachers shall be appointed by the Board of Directors upon recommendation of the Administrator after careful consideration of their character, professional training, scholastic, physical and spiritual qualifications. They shall be appointed for such term and upon such salary and other conditions as the Board of Directors may determine. They must declare their unconditional acceptance of the Statement of Faith and Basis and Purpose of the association and shall demonstrate a consistent Christian walk.

## **~~ARTICLE X SCHOOL ADMINISTRATION~~**

**Comment [JRR17]:** Covered by HoS duties and policies under Board oversight



~~**SECTION 1. MINIMUM AGE.** The minimum age for children who shall be admitted to an elementary school shall coincide with the minimum age established by the Iowa Department of Education.~~

~~**SECTION 2. ADMISSIONS.** All admissions to the student body shall be subject to the approval of the Administrator. Problem cases shall be submitted for review by the Administrator to the Board of Directors.~~

~~**SECTION 3. HEALTH REGULATIONS.** The Board shall prepare such regulations as may from time to time be deemed desirable for the protection of the health of the students and the prevention of epidemics, and all such regulations shall be consistent with all state health regulations and shall be strictly adhered to by the teaching staff and the parents or guardians.~~

~~**SECTION 4. DISMISSAL.** If any pupil's conduct is inconsistent with the character of the school, or detrimental to the other pupils or the school as a whole, the parents or guardians of such child shall be notified, and if the conduct is not corrected, the child shall be dismissed by the Administrator upon approval of the Board of Directors.~~

~~**SECTION 5. GRIEVANCE PROCEDURE.** Parents who are dissatisfied with the instruction or treatment of their children shall discuss the question first with the student's teacher and second with the Administrator. If still dissatisfied, at the parent's request the Executive Committee shall review the matter bringing it before the Board if necessary.~~

**Comment [JRR18]:** Covered by updated HoS duties and policies

## **ARTICLE IXI - PARENT\GUARDIAN RIGHTS & RESPONSIBILITIES**

### ~~**TUITION**~~

~~**SECTION 1. TUITION PAYMENT.** The parents or guardians of children attending school shall pay tuition according to the schedule of tuition fixed by the Board until the name of the pupil is removed from the roster of the school. All parents or guardians who are ~~two or more weeks~~ in arrears, according to the current policy, shall be notified of this fact and asked either to pay the amount in arrears or make other satisfactory arrangement. ~~All accounts over two weeks in arrears will be reviewed by the Administrator and may result in dismissal.~~ If a balance remains unpaid after 30 days and/or the revised payment plan is not adhered to, the Head of School and Board will determine whether there is cause to dismiss the student(s) from the Academy at the end of each term.~~

~~**SECTION 2. SCHOLARSHIPS.** Scholarships may be awarded by the Board of Directors through the Finance Committee review.~~

~~**SECTION 34. DISMISSAL.** If any pupil's conduct is inconsistent with the character of the school, or detrimental to the other pupils or the school as a whole, the parents or guardians of such child shall be notified, and if the conduct is not corrected, the child shall be dismissed by the Head of School ~~Administrator~~ upon approval of the Board of Directors.~~

~~**SECTION 45. GRIEVANCE PROCEDURE.** Parents who are dissatisfied with the instruction or treatment of their children shall discuss the question first with the student's teacher and~~

**Comment [JRR19]:** Moved into next Article with Parent\Guardian Rights & Responsibilities

second with the Head of School Administrator. If still dissatisfied, at the parent's request the Executive Committee shall review the matter bringing it before the Board if necessary.

## **ARTICLE X -~~H~~** **PARLIAMENTARY LAW**

Meetings of the association and the Board of Directors shall be governed and conducted by the accepted rules of parliamentary procedure as set forth in "Robert's Rules of Order".

## **ARTICLE XI~~H~~ - MISCELLANEOUS**

### **SECTION 1. NONDISCRIMINATORY POLICY.**

The Linn Christian Education Association admits students of any race, color, national ~~or~~ ethnic origin to all the rights, privileges, programs and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, national, ~~and~~ ~~or~~ ethnic origin in administration of its educational policies, admission policies, scholarship ~~and~~ ~~loan~~ programs and athletic programs or other school-administered programs.

### **SECTION 2. OFFICES.**

The ~~principal~~ primary office of the association in the State of Iowa shall be located in the City of Cedar Rapids, Linn County. The association may have such other offices, within or without the State of Iowa, as the business of the association may require from time to time. The registered office of the association required by the Iowa Nonprofit Corporation Act to be continuously maintained in Iowa shall be initially as provided in the Articles of Incorporation subject to change from time to time by resolution of the Board of Directors and filing of statement of said change as required by the Iowa Business Corporation Act.

## **ARTICLE XII~~V~~ - AMENDMENTS OF THE BYLAWS**

**SECTION 1. AMENDMENT.** These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at the annual meeting of the membership of the association by a two-thirds majority vote of the membership present. Changes to Article II and III require a three-fourths vote of the members.

**SECTION 2. OPERATION OF LAW.** Any Bylaw contrary to law, whether in whole or in part, shall be superseded by such law, but will not invalidate any other Bylaws.

### **Revision History:**

Updated with amendments approved ~~on~~ September 10, 1992; and December 16, 1994; ~~S~~ Special ~~M~~ Membership ~~M~~ meetings; ~~;~~ ~~Revised~~ ~~and~~ ~~at~~ ~~the~~ Annual Membership meetings on May 23, 1995, May 2, 2002, May 20, 2003, ~~and~~ May 3, 2004, May 2, 2006, and May 2, 2017 ~~annual meetings.~~

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