



**ASHEVILLE CHRISTIAN  
ACADEMY**

**BY-LAWS OF ASHEVILLE CHRISTIAN ACADEMY**

**ARTICLE I – NAME**

The name of the corporation is -- "ASHEVILLE CHRISTIAN ACADEMY, INC."

**ARTICLE II – BASIS**

The basis of this Corporation is the Word of God. In the light of this Word, we in our education program stand committed to the following:

1. The Bible is the Word of God, verbally inspired and inerrant as originally given, and is the supreme and final authority in faith and life.
2. God is Triune - one eternal God existing in three persons: Father, Son and Holy Spirit. Man is created in His image. Creation and providence are revelatory of Him.
3. Christ is God manifested in the flesh, born of a virgin. He lived a sinless life, suffered and died in our behalf; and He arose bodily from the grave, ascended, and is coming again in power and glory. Christ is the only mediator between God and man.
4. Regeneration by the Holy Spirit is absolutely fundamental to Christian life and should be basic in all preparation for life. By God's grace only and through faith alone are our children, and we saved from sin and its evil consequences.
5. The present ministry of the Holy Spirit is to indwell the Christian, enabling him to live a godly life.
6. There will be a bodily resurrection of both the saved and the lost; they that are saved unto the resurrection of life, and they that are lost unto the resurrection of damnation.
7. The spiritual unity of believers is in our Lord Jesus Christ.
8. Parents are responsible for the education of their children. To bring them up in the Lord, they, through the agency of a Board, employ teachers who give evidence of a born-again life and who manifest ability to educate children morally and intellectually in the light of God's Word.
9. The pupils, being images of God, must be subject to His sovereign rule in their lives. Creation and providence (that which is taught), being God-revealing, must be presented as such. Such teaching makes for God-consciousness without which no Christian teaching is possible.
10. The doctrines stated in the first nine sections of Article II are essential and indisputable. Some other doctrines have been debated by evangelical Christians over the centuries. It is the school's policy that students not be deprived of robust examination of any Biblical text, but it is always to be done with respectful consideration of the various historical interpretations. Additionally, a student raising a question concerning such a doctrine should be referred to his or her parents or pastor.

### ARTICLE III – PURPOSE

The purpose of this Corporation shall be to provide, in conformity with Article II, instruction of high academic quality so that the pupils may be prepared to take their place in the home, the church, the state, and their vocations or professions in a manner that is God-glorifying. This Corporation is to be a non-profit corporation designed to provide Christian education in a private school for those who qualify for it.

The Corporation in the conduct of its activities, including without limitation its educational activities, shall admit students of any race, color, national and ethnic origin in administration of its educational policies, admissions policies and other Corporation administered programs.

### ARTICLE IV – MEMBERSHIP

There shall be one class of members of the Corporation. Only members shall have the right to vote, hold elective office, or serve on any committee of the Corporation. Each applicant for membership must meet each of the following membership qualifications:

1. Be of the age of eighteen (18) years or older.
2. Subscribe annually in writing to the provisions of the BASIS AND PURPOSE of the By Laws (Articles II and III).
3. Give evidence of having experienced the new birth.
4. A member must be either:
  - A. The parent or legal guardian of a child currently enrolled in the school.
  - B. A member or former member of the faculty, staff or Board of the school;
  - C. A grandparent or great grandparent of a child currently enrolled in the school;
  - D. An alumnus, or parent of an alumnus, who graduated from the upper school;
  - E. Or a person who shall have donated at least \$1,000 in cash, property or services during the previous twelve months according to the records of the Corporation. There shall be no more than Fifty (50) members under this qualification.
5. Complete a written application and request to the Board of Directors to become a member of the Corporation.
6. Shall have fulfilled all his or her obligations to the school including payment to this Corporation of the annual tuition fees and any other charges for the education of his or her children.
7. The Board of Directors accepts such request for membership.

The Board of Directors shall determine whether the applicant for membership has met the membership qualifications in its reasonable discretion. If the Board of Directors shall approve the applicant for membership by majority vote, the applicant shall immediately following such vote become a member of the Corporation without further notice. The Board of Directors shall act upon an application for membership within a reasonable time not to exceed ninety days. Applicants shall have the right to appear before the Board of Directors and establish their qualification for membership. The final decision of the Board of Directors to reject an application for membership shall be recorded in writing and filed with the Secretary of the Corporation.

A current record of all members shall be kept by the Secretary of the Corporation and such record shall be the sole and conclusive evidence of membership in this Corporation. Each member in good standing with the Corporation shall be entitled to one vote. The membership rights of a member are personal to the member and shall not be transferable or assignable. Membership shall last until the end of the current fiscal year of the Corporation, after which membership must be re-established as provided above.

The Board of Directors of the Corporation shall have the right to suspend, terminate, or expel a member and otherwise affect the membership rights of such member when a member is found to

be out of harmony with the above membership requirements or the member fails continuously to remain qualified as a member under the membership qualifications above. Such action taken by the Board of Directors to terminate the membership of a member shall be in a manner which is fair, reasonable, and carried out in good faith.

Any decision of the Board to reject an application for membership or to suspend or terminate a membership or expel a member may be challenged by such person by petition submitted in writing to the Board of Directors within thirty days after the decision is made, which shall be the exclusive remedy. The petition shall be referred to binding arbitration by a panel of three current members of the Corporation, one to be selected by the petitioner, one to be selected by the Board of Directors, and the third to be selected by the two arbitrators selected by the petitioner and the Board of Directors. The arbitration panel shall establish its own rules and its decision shall be final, not subject to any further litigation or appeal. Neither the petitioner nor the Board of Directors may bring legal counsel to the arbitration nor be represented by any other person at the arbitration, though the arbitration panel may hear the testimony of witnesses as it sees fit.

### ARTICLE V - MEMBERSHIP MEETINGS

1. There shall be two meetings of the membership of the Corporation each school calendar year. The first meeting shall be held on the second Monday of October or as otherwise determined by the Board of Directors. At the October meeting, the Corporation shall (1) receive an audited financial report for the fiscal year ended on the previous June 30, (2) take action on the final financial budget for the fiscal year which began on the previous July 1, which shall have been modified and adjusted to fit the actual enrollment and other circumstances of the current school year, and (3) shall transact any other business which is legally before it.

The second meeting shall be held on the second Monday of May or as otherwise determined by the Board of Directors. At the May meeting, (1) the Board shall report to the Corporation on the affairs and operation of the school, (2) the annual election of members of the Board shall take place, (3) the Corporation shall consider and take action on a continuing resolution authorizing the Board of Directors to operate without a formal budget until the October meeting, and (4) the Corporation shall transact any other business which is legally before it.

2. Special meetings besides the two regular meetings may be called at any time by the Board of Directors or by the President of the Corporation at the written request of at least Ten Percent of the members of the Corporation. The notice of a special meeting shall state the reasons for calling the meeting.
3. Notice of meetings of the membership shall be given by the Secretary of the Corporation to each member of record entitled to vote at such meeting stating the time and place of the meeting and the purpose of the meeting (when required). Such notice shall be delivered by first class mail not less than ten nor more than sixty days prior to the meeting, or delivered personally or by electronic transmission not less than ten nor more than sixty days prior to the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage prepaid, addressed to the member at his address as it appears on the record of members of the Corporation. Notice of meetings may be waived by the signing of a written waiver of notice or by attending the meeting in person or by proxy without objections. At any meeting, one-fifth of the members shall constitute a quorum. When questions of parliamentary procedure are raised, Robert's Rules of Order shall prevail.
4. When a meeting is adjourned to a different date, time or place, notice need not be given of the new date, time or place if the new date, time or place is announced at the meeting before adjournment. If, however, a new record date for the adjourned meeting is fixed, notice of the adjourned meeting will be given to all members as of the new record date.
5. The record date for determining members entitled to vote at a meeting of members may be fixed by the Board of Directors from time to time, but failing which, whoever is a member in good standing on the date of the meeting is eligible to vote at that meeting.

**ARTICLE VI - BOARD OF DIRECTORS**

1. The Board of Directors shall administer the affairs of the school in the spirit of these By-laws.
2. The Board of Directors of the Corporation shall consist of not more than fifteen (15) men nor less than nine (9). No more than five of the members shall be elected at the May meeting by the voting membership of the Corporation.
3. The manner of the Board election shall be as follows: At the May meeting of the Corporation, those to serve on the Board of Directors for the ensuing three (3) year term shall be elected by ballot from the nominees presented by the Board of Directors. The nominees shall be taken from among the voting members of the Corporation. Board members shall be eligible to serve two (2) successive terms and shall be eligible for re-nomination after a one (1) year absence from the Board. The term for newly elected Board members begins in June. The final board meeting for Board members rotating off is also in June.
4. The Board shall elect its own officers at least annually. The President of the Board shall be the President of the Corporation. The officers of the Board shall be President, Vice-President, Secretary and Treasurer. At all meetings, one-half membership of the Board shall constitute a quorum. The Executive Committee shall be composed of the President, Vice-President, Secretary and the Treasurer of the Board of Directors.
5. When requested by one of the Board members at any meeting, the Board shall be in executive session until the completion of the business for which such has been requested.
6. The following shall not be eligible for membership on the Board of Directors:
  - a. Any full-time employee of the school.
  - b. The spouse of any full-time employee of the school.
7. Regular meetings of the Board of Directors shall be held monthly or as deemed necessary by the Board to accomplish its mission. Special meetings of the Board of Directors may be called by or at the request of the President or by any two Directors. Regular meetings of the Board of Directors may be held without notice. The person or persons calling a special meeting of the Board of Directors shall, at least two days before the meeting, give notice thereof by any usual means of communication including mail, telephone and facsimile transmission. Such notice need not specify the purpose for which the meeting is called. Perfect attendance at all Board meetings is the ideal expected of all Board members save only for illness, calamity or other extraordinary excuse.
8. A Director may be removed from office, with or without cause, by vote of a majority of the Directors fixed by these By-laws at any regular meeting or duly called special meeting of the Board. Vacancies on the Board of Directors caused by removal, death, resignation or other cause may be filled by the remaining members of the Board to complete the unexpired term of the person or persons causing the vacancy, provided such vacancies do not exceed four in number during the fiscal year. In the event that more than four vacancies occur during the fiscal year, then such additional vacancies shall be filled by special election at a duly convened regular or special meeting of the membership of the Corporation by majority vote. In the event that a replacement chosen by the Board must be replaced, then such vacancy shall be filled by special election at a duly convened regular or special meeting of the membership of the Corporation by majority vote.

**ARTICLE VII - DUTIES OF OFFICERS**

1. The President shall preside at all meetings of the Board and of the Corporation and perform the other duties generally incumbent upon his office. It shall be his responsibility to convey in writing the directives of the Board to the Head of the School.
2. The Vice-President shall perform the duties of President in the latter's absence or disability.

3. The Secretary shall keep the minutes of the Board and Corporation, oversee the maintenance of the list of Corporation members and perform other duties associated with his office.
4. The Treasurer shall work with appropriate School staff members to oversee the financial affairs of the School and perform other duties associated with his office. He shall oversee the presentation of a financial report at each regular meeting of the Board.

The Treasurer shall present to the Board an annual financial report showing all income and expenses and significant additions of capital assets. The books of the School shall be audited annually. The audited financial report for the fiscal year ending on the previous June 30 shall be received by the Corporation from the Treasurer at the October meeting of the Corporation.

At the May meeting of the Corporation, the Treasurer shall present a preliminary budget proposal for the coming school year, having already been approved by the Board, for approval by the Corporation. At the October meeting, the Treasurer shall present the final budget for the current school year, having already been approved by the Board, for approval by the Corporation.

5. The Board, for the Corporation, shall have the responsibility to engage teachers, to acquire or dispose of assets except real estate and to engage in such other activity as may be necessary to conduct its work. Any action to acquire or dispose of real estate used by the School in its program must be ratified by a three-quarters vote of the members of the Corporation attending the meeting. However, it is the policy of the school that all gifts of property not useful in the School's program are ordinarily to be liquidated by the Board as quickly as practicable after they are received without the necessity of ratification by the Corporation.
6. The Head of School shall be designated by a three-fourths vote of the Board. The Head of the School shall be responsible for the operation of the school according to the policies established by the Board and maintained in a policy manual. Questions regarding the administration of the school shall be referred to the Head of the School.

The Head of the School's specific responsibilities shall include but not limited to:

- a. Selection, retention, in-service training and promotion of teachers.
  - b. Development of discipline policies and reviewing their administration.
  - c. Recommendation of the annual school calendar.
  - d. Evaluation of the total school program to establish policies regarding extra-curricular activities.
  - e. Fostering and maintaining the spiritual tone and Biblical standards of the school.
  - f. Participating in the hiring of all School staff in the manner provided in these By-laws.
7. Any person who at any time serves or has served as a Director or Officer of the Corporation, or of any Corporation of which the Corporation is a member or sole shareholder, (whether at the request of the Corporation or otherwise), whether for profit or not for profit, shall have the right to be indemnified and shall be indemnified by the Corporation to the fullest extent permitted by law against (a) reasonable expenses, including but not limited to attorneys fees, actually and necessarily incurred by him in connection with the defense of any threatened, pending, or completed action, suit, or proceeding in which he is made a party by being or having been such Director or Officer and (b) reasonable payment made by him in satisfaction of any judgment, money decree, fine, penalty, or proceeding, provided that this right to be indemnified by the Corporation shall in no event exceed that portion of reasonable expense and reasonable payment which is in excess of any and all available insurance proceeds.

The Board of Directors shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification required by this Section, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him.

Any person who at any time after the adoption of this Section served or has served in any of the aforesaid capacities for or on behalf of the Corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not

be exclusive of any other rights to which such person maybe entitled apart from the provision of this Section, or any By-law, agreement, vote of member, or otherwise.

#### **ARTICLE VIII – PERSONNEL**

1. The Board of Directors shall appoint all teachers and administrators. All new faculty members must receive the recommendation of the Education Committee and a three-fourths vote of the Board of Directors. All teachers and administrators shall be appointed for such time and under such conditions as the Board of Directors may determine.

The Head of School, or his designated administrator, shall hire all other support staff, such as, but not limited to, assistant custodians, administrative assistants and instructional aides, and shall be appointed for such time and under such conditions and upon such salary as the Head of School may determine.

2. All members of the teaching staff and administrative employees must give evidence of a conversion experience by personal testimony, must declare their unconditional agreement with Articles II and III of these By-laws; and must not be members of any religious or political organization whose official position is contrary to Article II of these By-laws.
3. All members of the teaching staff and administrative employees are in loco parentis to pupils enrolled in the school of said Corporation within the guidelines of the Professional Standards Handbook.
4. All teachers appointed by the Board will sign a contract for a term of one (1) year. They shall receive their salary biweekly for the school year. The Board of Directors may terminate contracts because of ill health, insubordination, an unchristian walk of life or failure to meet the requirements of the professional handbook for faculty.

#### **ARTICLE IX – AMENDMENTS**

These By-laws may be amended by a two-thirds vote of the Corporation at any legal meeting of the Corporation provided that notice of the proposed amendment shall have been sent to each member at least two weeks previous to the meeting. Articles II and IX (insofar as Article IX refers to Article II) may be amended only by the unanimous vote of all the members of a meeting having a quorum.

#### **ARTICLE X – MISCELLANEOUS**

1. The School shall be called - ASHEVILLE CHRISTIAN ACADEMY.
2. Members may vote in person or by proxy in any and every regular or special meeting of the membership of the Corporation, and each member shall be entitled to cast one vote, only, upon any election for any Director (Board member), and upon such matter submitted to a vote of the members. There shall be no "cumulative" voting in elections in the manner referred to in General Statutes 55A32 of the State of North Carolina. Voting by proxy may be done only through the Secretary of the Corporation and said Secretary will furnish an official ballot which must be notarized by the voter and returned to the Secretary of the Corporation no later than four (4) hours prior to the meeting at which the voting will take place.
3. The following six standing committees shall be established and maintained: Executive Committee, Education Committee, Finance Committee, Athletic Committee, Facilities Committee, and Development Committee. Other committees, either standing or special, may be established and terminated as determined by the Board of Directors from time to time. All committees will report to the Board of Directors. Committee chairmen shall be appointed by the Board and may be removed, with or without cause, by the Board at any time. Committee chairmen shall appoint the members of their committees subject to approval of the Board. Committee members may be removed, with or without cause, by the Committee Chairman or by the Board at any time.
  - a. The Executive Committee shall be composed of the President, Vice-President, Secretary, Treasurer, and Head of School. It shall provide advice and counsel to the Head of School on policies that directly relate to the administration of the school between regular Board meetings and prepare the agenda for all Board meetings.

- b. The Education Committee shall serve to advise and counsel with the Head of School on policies that directly relate to the academic effectiveness of the school. Specifically, the committee shall interview and recommend to the full Board candidates for teaching and administrative positions within the school. The Head of School shall be a voting member.
  - c. The Finance Committee shall be responsible for reviewing and recommending action on all matters that directly relate to finance. The Board Treasurer shall serve as chairman unless the Board provides otherwise. Specific responsibilities shall include assembling budget data, determining financial policies, and controlling receipts and disbursements, auditing of the Treasurer's books and approving the need for special funds and/or special fund raising activities.
  - d. The Athletic Committee shall establish policy and procedures for the Athletic Program.
  - e. The Facilities Committee shall establish policy and procedures for the proper stewardship of the facilities of the school.
  - f. The Development Committee shall establish policy and procedures for the development of capital for the improvement of the program and facilities of the school and shall establish and maintain contact with the alumni and friends of the school.
4. In the event of dissolution of the Corporation, any net assets of the Corporation remaining after the satisfaction of its liabilities shall be transferred and delivered to one or more qualifying charitable organizations (as herein defined) as shall be selected by the Board of Directors of the Corporation. "Qualifying charitable organizations" shall mean an organization or organizations which are organized and operated exclusively for religious, charitable, scientific, literary or educational purposes as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) or the Code, and which shall also then be described in Sections 170(b)(1)(A), 170(c), 2055(a), and 2522(a), of the Code, and which shall also then be described in Sections 508(a)(1), 509(a)(2), or 509(a)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Laws).
  5. The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the code (or the corresponding provision of any future United States Internal Revenue Laws). The Corporation will not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code (or the corresponding provision of any future United States Internal Revenue Laws), (b) retain any excess business holdings as defined in Section 4943(c) of the Code (or the corresponding provision of any future United States Internal Revenue Laws), (c) make any investments in a manner that would subject it to tax under Section 4944 of the Code (or the corresponding provision of any future United States Internal Revenue Laws), or (d) make any taxable expenditures as defined in Section 4945(d) of the Code (or the corresponding provision of any future United States Internal Revenue Laws).
  6. The Corporation is intended to qualify at all times as an organization exempt from federal income tax under Sections 501(a) and 501(c)(3) of the Code or the corresponding provisions of any further United States Internal Revenue Laws, and that it will at all times qualify as an organization to which deductible contributions may be made pursuant to Sections 170, 642, 2055, and 2522 of the Code; therefore notwithstanding any other provision of these By-laws or the Articles of Incorporation, the corporation shall not engage in any activity except in furtherance of the purposes for which the Corporation is organized, and the Corporation shall not carry on any activities not permitted to be carried on by (i) a corporation exempt from Federal income tax under Sections 501(a) and 501(c)(3) or the Code, (ii) a corporation, contributions to which are deductible under Sections 170, 642, 2055, and 2522 or the Code, and (iii) by a non-profit corporation created under Chapter 55A of the North Carolina General Statutes.
  7. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its trustees, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and By-laws of this Corporation.
  8. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or

intervene in (including the publishing and distributions of statements) any political campaign on behalf of any candidate for public office.