

BYLAWS  
OF  
WESTMINSTER CHRISTIAN ACADEMY ASSOCIATION

Preamble

Believing that it is our duty and privilege as Christian parents to provide Christian education for covenant children and believing that this can best be accomplished by concerted action, we do hereby declare these Bylaws as the basis for the organization and ongoing administration of a school to be known as the Westminster Christian Academy (the "School").

Article I - Name

The name of this corporation shall be Westminster Christian Academy Association, hereinafter known as the "Association."

Article II - Purpose and Doctrinal Basis

1. Purpose. The purpose of the Association is to conduct and administer a school of secondary education for the daily instruction of children, such instruction to be in accordance with this Article II and directed toward the end that the children may occupy their places worthily in society, church and state. The Association is committed to the following educational principles:
  - a. Christian education, having its foundation in the Creator-creature relationship taught in the Scriptures, is a process wherein a child's personality is nurtured by instruction in the truth of God's Word and human knowledge leavened by that truth.
  - b. The responsibility for education rests upon parents (Deut. 6:6-9; Eph. 6:1-4). They may delegate a part of this responsibility to an institution to carry forward their God-given task.
  - c. The child is regarded first of all as a spiritual-physical creature, created in the image of God, capable of learning, obeying, and enjoying the truth of God's Word and laws of His creation. He is also regarded as a social creature standing in relation to his fellow man, having moral, intellectual, social, and aesthetic needs. Since all children are created in the image of God, no child shall be denied admission because of race.
  - d. The curriculum of the Westminster Christian Academy will be continually designed to orient the child to the Christian life.
2. Doctrinal Basis
  - a. The standard and basis for conducting the Association and the administration of and teaching in the school, is the inerrant Word of God, and subordinate to it, the Westminster Confession of Faith and Catechisms, which embodies the system of doctrine taught in the Bible.
  - b. Every teacher, administrator, principal, and board member shall confess in writing his or her own personal doctrinal commitment that the Bible is the inerrant Word of God and that the Westminster Confession of Faith and Catechisms, which is subordinate to the Bible, embodies the system of

doctrine taught in the Bible. Confessing that the Westminster Confession of Faith and Catechisms embodies the system of doctrine taught in the Bible is understood to involve the acceptance of the teaching of the chapters and sections of the Confession and the answers to the questions of the Catechisms but not necessarily the acceptance of every word and phrase in these confessional documents.

- c. Wherever the term “the Bible” or “the Holy Bible” or “the Word of God” is mentioned in these Bylaws, it is understood to include only those books of the Old and New Testaments referred to in the Westminster Confession of Faith, I, ii; wherever the term “Westminster Confession of Faith and Catechisms” is mentioned in these Bylaws, it refers to the edition of these standards made available by the Great Commission Publications which was utilized at the founding of the Association.
- d. Every board member, principal, administrator and teacher shall be wholeheartedly committed to support and implement this Article II (2) (a)-(d) inclusive.

### Article III - Members

- 1. a. Active Membership. An individual may become an Active Member in the Association if he:
    - (i) is twenty-one years of age or older,
    - (ii) has acknowledged his sinfulness, asked God for forgiveness of his sins through Christ's atoning death, accepted Christ as his personal Savior, and has asked Christ to take charge of his life; accepts the Holy Bible as the only inerrant written Word of God; wholeheartedly agrees and accepts that the Holy Bible, and subordinate to it, the Westminster Confession of Faith and Catechisms shall be the standard and the basis for conducting the affairs of the Association and the teaching in the school; and indicates his acceptance of and his willingness to comply with the stipulations of Article XI (1) by signing the Association Membership Form on an annual basis,
    - (iii) either has children enrolled in Westminster Christian Academy, or makes an annual contribution to the Association in an amount not less than the annual dues as determined, from time to time, by the Board of Directors. The annual dues shall be payable at such time or times as the Board of Directors may determine, and
    - (iv) is approved by the Board of Directors as meeting the above requirements.
  - b. Removal from Membership. Any active Member who, in the judgment of the Board of Directors, is not in compliance with the foregoing requirements for Active Membership shall be removed as an Active Member.
  - c. Friends of the School. A person who does not meet the foregoing requirements, who is interested in the Association, and who makes financial contributions to the work of the Association shall be known as a “Friend of the School.” A Friend of the School may not hold office and may not vote at the meetings of the Association, but he may attend these meetings and receive without charge annual reports of the Association.
2. Association Meetings
- a. Regular Meetings. The Association shall hold two stated meetings each year, one in November and the other in March, the exact time and place of such meetings to be set by the Board of Directors. Failure to hold a semi-annual meeting shall not work a forfeiture or dissolution of the Association. At the November meeting academic, financial, and other appropriate reports will be made by the Head of School and the Board of Directors, and such other matters as are appropriate will be presented and

acted upon. At the March meeting academic, financial, and other appropriate reports will be made by the Head of School and the Board of Directors, the annual election of Board members will take place, and at each meeting such other matters as are appropriate will be presented and acted upon.

- b. **Special Meetings.** Special meetings of the members of the Association may be called by the Board of Directors or by one-fourth of the Active Members entitled to vote at such special meetings. No business shall be transacted at special meetings except as is specified in the notice thereof.
- c. **Notice.** Written or printed notice stating the place, day, and hour of the meeting and the purpose or purposes for which the meeting is called shall be delivered not less than five (5) nor more than forty (40) days before the date of the meeting, either personally or by written or electronic communication, by or at the direction of the person or persons calling such meeting to each member of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears in the records of the Association, with postage thereon prepaid.
- d. **Voting.** Each Active Member of the Association shall be entitled to one vote in each matter submitted to a vote of the membership. An Active Member may vote in person only.
- e. **Quorum.** So long as proper notice of the meeting has been given and the agenda for the meeting has been included with the notice, a quorum shall consist of the number of Active Members present at the meeting. The vote of a majority of the Active Members present and entitled to vote at a meeting at which a quorum is present shall be necessary and sufficient for the adoption of any matter voted upon by the Members, except as otherwise provided by Missouri law or by these Bylaws.
- f. **Attendance.** Active Members of the Association who have children in the School are encouraged to attend all Association meetings.

#### Article IV - Board of Directors

##### 1. Powers and Duties

- a. The Board of Directors shall administer and manage the affairs of the School in the spirit of these Bylaws, and shall have authority over any individual or group within, elected, or appointed by the Association. The Board will place special emphasis on Article II (2) (a)-(d) inclusive, Article III (1) (a) (ii) and (iv), Article III (1) (b), this Article IV (1) (a), Article IV (2) (b) and Article XI (1) to insure they are strictly adhered to.
- b. **Specific Duties.** The Board of Directors shall have the authority and the obligation to perform the following duties:
  - (i) Determine School policies in compliance with these Bylaws.
  - (ii) Take such action as is necessary to execute those policies.
  - (iii) Designate which officers are authorized to represent the Association on legal documents.
  - (iv) Execute required documents for the purchase or sale of real property or equipment or for other legal contracts in accordance with paragraphs "(ii)" and "(iii)" of this Article IV 1.b. and in accordance with specific Membership decisions.
  - (v) Establish the preliminary curriculum of the School for each year as well as a preliminary budget, and report these to the Members of the Association at the regular November meeting

or at a special meeting of the Members of the Association that has been duly called and convened.

- (vi) Establish the final curriculum and the final budget for the School for each year and submit these at the regular March meeting of the Members of the Association or at a special meeting of the Members of the Association that has been duly called and convened.
  - (vii) Establish the qualifications for and compensation for the Head of School, administrators, teachers, and for other employees, which qualifications are in accord with these Bylaws.
  - (viii) Hire, and when necessary discharge, the Head of School, administrators, teachers, or other employees in accordance with the policies of paragraphs "(ii)" and "(vii)" of this Article IV 1.b.
  - (ix) Take such action as is necessary to cause the curriculum to be executed, as far as finances, enrollment, teaching staff and other related matters will allow.
  - (x) Take such action as is necessary to collect and dispense funds in accordance with the requirements of the final budget.
  - (xi) Appoint such committees, as it may deem necessary for the performance of its duties.
  - (xii) The Board of Directors shall not without prior approval of the Active Members sell or dispose of any substantial part of the assets of the Association.
  - (xiii) A Board member may hold the office of a committee chairman for no more than two consecutive years and after a year's absence from that office, he may again serve in that capacity.
- c. Standing Committees. The standing committees of the Board of Directors shall include: Admissions, Advancement, Finance, Building and Grounds, Education and Long Range Planning. These committees need not be entirely staffed with Board members but shall be chaired by Board members and shall be directly responsible to the Board of Directors. All committee members must be Active Members of the Association.

## 2. Number and Election

- a. Number and Term. The Board of Directors shall consist of not fewer than nine, nor more than eighteen members. At each March meeting of the Members of the Association, one-third (1/3) of the Directors shall be elected. Each Director shall serve for his term and until his successor shall be elected and qualified. A Director may serve no more than two consecutive, three-year terms without a year of absence from the Board. Years of service as President shall not count as years of service toward a Director's current term. Each class of Directors shall be considered to be in their first three-year term as of October 25, 1979. All members of the Board must annually sign a written declaration of their agreement with these Bylaws.
- b. Nomination and Qualifications. Nomination for membership on the Board of Directors may be made by any Active Member of the Association or by the Board. Such nominations must be submitted in writing to the Board for approval no later than January 15 of each year. It is the responsibility of the Board to determine whether each nominee is qualified and whether his name shall be submitted to the meeting of the Association. The qualifications that the Board must consider to determine the eligibility of a nominee for election include:
  - (i) that the nominee has acknowledged his sinful nature, asked God for forgiveness of his sins, accepted Christ as his personal Savior and asked Christ to take charge of his life,

- (ii) that the nominee accept the Holy Bible as the only inerrant written Word of God,
- (iii) that the nominee appear before the Board, give his testimony, and describe how he conducts his life so that his light will shine before men (Matt. 5:16),
- (iv) that the nominee meet the Scriptural qualifications to be a church elder as these are delineated in I Timothy 3:2-7 and Titus 1:6-9,
- (v) that the nominee accept the Westminster Confession of Faith and Catechisms as subordinate to the Bible and as embodying the system of doctrine taught in the Bible and,
- (vi) that the nominee belongs to a church that subscribes to Reformed Standards, which standards are not contrary to the Westminster Confession of Faith and Catechisms.

Persons making nominations should take notice of the above qualifications before submitting a name for nomination and election to the Board. On election, newly elected Board members become members elect of the Board, but they shall not assume office until the next Board meeting and until they shall have subscribed in writing to these Bylaws.

- c. Vacancy. The Board of Directors may elect members to serve the unexpired term if a vacancy occurs on the Board.

### 3. Procedure

- a. Officers. The Board of Directors shall elect its own officers and establish committees. The officers of the Board of Directors shall be the officers of the Association.
- b. Ex Officio Members. The Head of School shall be an ex officio non-voting member of the Board and of its standing committees.
- c. Quorum. A quorum is established whenever at least one-half of the elected Board members are present at a Board of Directors meeting.
- d. Meetings. The Board shall normally meet once each month and more often as required. Special meetings of the Board may be called or, regular meetings may be rescheduled by authorization of at least one-third of the Board membership. Notice of any special meeting, stating the place, day, and hour thereof, shall be delivered to each director neither less than one (1) nor more than thirty (30) days before such meeting. Such notice shall be deemed to be delivered (i) if mailed, when deposited in the United States mail addressed to the Director at his address as it appears on the record of the Association, with postage thereon prepaid and (ii) in case of notice by electronic mail, telecopier or facsimile, when delivered in written form, addressed to the Director at his electronic mail address or telecopier or facsimile number as it appears on the records of the Association. A written waiver of notice, signed by the Director entitled to such notice, either before or after the meeting in respect to which any such notice would otherwise be required, and delivered to any officer, shall be deemed equivalent to the giving of such notice. 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 meeting need be specified in the notice or written waiver of notice of such meeting.

## Article V - Officers of the Board and Their Duties

### 1. Election

At the Board meeting to be held following the March Association meeting, the Board shall elect from among its members the following four officers: president, vice-president, secretary, and treasurer. The first officers of the Association shall be elected by the Board of Directors as soon as convenient after the adoption of these Bylaws, to serve until the first meeting of the Board of Directors following the first annual March meeting of the Members of the Association and until their successors shall be elected and qualified. Thereafter, the officers shall be elected by the Board of Directors at the meeting of the Board following the March Association meeting, to serve for a period of one (1) year and until their successors shall be elected and qualified. Any officer may be removed or replaced at any time by the Board of Directors when in the judgment of the Board of Directors the best interests of the Association will be served by such removal, provided, however, that the removal of an Officer shall be without prejudice to the contract rights, if any, of the Officer so removed. A Board member may hold a Board office for no more than two consecutive years, and that after a year's absence from that Office he may again serve in that capacity.

### 2. Duties

- a. **President.** The president shall be the chief executive officer of the Association. He shall preside at all meetings of the Members of the Association and the Board of Directors; he shall exercise a general supervisory authority over the business and affairs of the Association, subject at all times to the control of the Board of Directors; and he shall see that all orders and resolutions of the Board of Directors and of the members of the Association are carried into effect. He shall be a member ex officio of all committees and shall be notified of all committee meetings.
- b. **Vice-President.** The vice-president shall assist the president whenever possible in the discharge of his duties. The vice-president shall attend all meetings of the Members of the Association and the Board of Directors and in the absence of the president, shall take his place.
- c. **Secretary.** The secretary shall be responsible for the official documents of the organization; he shall attend all meetings of the Association and the Board of Directors and shall enter into the records of the organization the minutes of all such meetings. He shall maintain a list of the Active Members of the Association and of Friends of the School and of the Board of Directors of the Association at the office of the Association, and he shall perform such other duties as are incident to his office and may be prescribed by the Board of Directors or by the president.
- d. **Treasurer.** The treasurer is entrusted with the funds of the organization. All monies received by him shall be deposited in the name of the Association in accordance with instructions from the Board, and no disbursements shall be made except by check. The treasurer shall report regarding finances of the Association at the monthly meeting of the Board and at the stated meetings of the Association. He shall keep full and accurate accounts of the receipts and other financial records of the Association as may be necessary.

## Article VI - Admissions to the School

### 1. Approval

Admission of all students shall be subject to the approval of the Board at a duly constituted meeting.

### 2. Standards

- a. Admission shall be determined by standards and priorities set and published annually by the Board of Directors.

- b. Other Factors. Factors to be considered for the admission of all children are:
- (i) that one or both parents are professing Christians as evidenced by confession of faith in Christ as Lord and Savior, such profession to be made before at least one member of the Board of Directors and in agreement with the following statement of faith:
    - (1) It is an essential doctrine of the Word of God and our standards that the Holy Spirit did so inspire, guide, and move the writers of Holy Scriptures as to keep them from error.
    - (2) It is an essential doctrine of the Word of God and our standards that our Lord Jesus Christ was born of the Virgin Mary.
    - (3) It is an essential doctrine of the Word of God and our standards that Christ offered Himself as sacrifice to satisfy Divine justice and to reconcile us to God.
    - (4) It is an essential doctrine of the Word of God and our standards that our Lord Jesus Christ on the third day rose again from the dead with the same body with which He suffered, with which also He ascended into heaven and there sits at the right hand of His Father, making intercession, until His visible and glorious return.
    - (5) It is an essential doctrine of the Word of God as the supreme standard of our faith that our Lord Jesus showed His power and love by working mighty miracles. The Working was not contrary to nature but superior to it.
- c. Other children may be admitted by a two-thirds vote of those present at a Board meeting.

## Article VII - The Professional Staff

### 1. Appointment

The Head of School, administrators and teachers shall be appointed by the Board of Directors after a careful consideration of their spiritual, academic, and physical qualifications. They shall be appointed for such terms and with such salary and other conditions (except as herein expressly provided) as the Board may determine.

### 2. Qualifications

- a. Acceptance of Bylaws. All members of the teaching staff and administration must give written declaration of their unconditional agreement with Article II of these Bylaws, must be members of a church whose doctrine is in agreement with these Bylaws, must be Scripturally sound in their teaching, and must lead exemplary lives.
- b. Written Contract. All teachers and administrators, as well as the Board, shall abide by the terms of the contract entered into by both parties. The Board shall have the authority to dismiss any person who proves to be unfit for the work because such person's instruction or personal life conflicts with the basis and purpose of the Association.

### 3. Curriculum

The curriculum of the classes will be reviewed and updated periodically by the Head of School and principals in collaboration with the teaching staff and the Education Committee of the Board. After approval by the Board, such curricula shall govern all instruction in the School.

4. Term

The School term shall be determined by the Board, and such holidays and vacations shall be allowed as may be decided upon by the Board.

5. Contracts

The substance of this article shall be made a part of all contracts tendered to members of the teaching staff and administration.

Article VIII - Indemnification of Officers and Directors

The Association shall, to the full extent permitted by Section 351-355 of the Revised Statutes of Missouri 1969, as amended, indemnify all officers and directors whom it may indemnify pursuant thereto and such indemnification shall continue as to any person who has ceased to be such an officer or director and shall inure to the benefit of the heirs, executors, and administrators of such person.

Article IX - Affiliations

The Association may be affiliated with any educational association if their standards are not in conflict with the standards of these Bylaws.

Article X - Seal

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Association.

Article XI - Amendment of Bylaws

1. The substance of Article II (2) (a)-(d) inclusive, Article III (1) (a) (ii) and (iv), Article III (1) (b), Article IV (1) (a), Article IV (2) (b) and this Article XI (1) are irrevocable and not subject to change. Every Board member, principal, administrator, teacher and Association member automatically relinquishes his position in the School, Board of Directors or Association if he proposes, attempts to vote for or acquiesces in any substantive change in Article II (2) (a)-(d) inclusive, Article III (1) (a) (ii) and (iv), Article III (1) (b), Article IV (1) (a), Article IV (2) (b) and this Article XI (1).
2. The remaining Bylaws may be amended by a two-thirds vote at any duly called meeting of the Association provided that two weeks previous notice has been sent to each Association member stating the desired change.

Article XII - Standards of Procedure

The work of the Association, the Board, and its committees will be in a fitting and orderly manner in accordance with the commands of Scripture and Robert's Rules of Order.