

Bylaws

of

Cornerstone

CLASSICAL CHRISTIAN ACADEMY, INC.

PREAMBLE

We recognize that God has called parents to train their children in both the content and application of His Word in every aspect of life and that He is actively involved in equipping parents to fulfill this responsibility. In support of this, parents may choose a Christian school as a means to train their children in both the academic and spiritual realms. A Christian school can accomplish this by setting before students the highest academic standards in an orderly environment, and by providing Christ-like examples in word and deed, pointing them to God who is the source of all wisdom, knowledge and understanding. (Ephesians 6:4; Deuteronomy 6:1-9; Proverbs 9:10.)

ARTICLE I NAME

This organization shall be known as **CORNERSTONE CLASSICAL CHRISTIAN ACADEMY, INC.** (hereinafter “the Corporation”). It is incorporated as a non-profit organization under the laws of the Commonwealth of Kentucky, effective December 5, 2006. Requirements for membership in the Corporation are defined below in Article IV.

ARTICLE II PURPOSE OF ORGANIZATION

The Corporation shall establish and operate a classical Christian school providing students in the greater Northern Kentucky region with rigorous academic instruction, based upon a decidedly biblical world and life view, designed to equip and develop students with the skills for a lifetime of continued learning, in an orderly atmosphere structured to support the moral, social, physical, and spiritual development occurring simultaneously in the Christian home, so that they will be equipped for every good work to which the LORD calls them. (Ephesians 2:10; Romans 12:2.)

ARTICLE III FOUNDATIONAL PRINCIPLES

The Statement of Faith and Educational Philosophy of the Corporation is set forth in the unamendable Articles of Incorporation, which in relevant part is reproduced herein.

Section (1). Statement of Faith. The chief end of the Corporation is to glorify the triune God through the education of students. All activities of the Corporation shall be conducted in accordance with the following orthodox tenets of the holy, apostolic, and catholic Christian faith:

1. The 66 books of the Old and New Testaments are the perfect, inspired, infallible, inerrant, and authoritative Word of God, and as such, rightly interpreted, are the final authority in faith and practice. (2 Timothy 3:16.)

2. There is one true God, creator of all things, who is eternally existent in three persons: the Father, the Son, and the Holy Spirit. (Deuteronomy 6:4; Genesis 1:1; 1 John 5:7.)

3. Jesus of Nazareth is Lord, is Christ, and is God; He was born of a virgin, lived a sinless life, performed miracles, shed his blood and died a vicarious and atoning death, rose bodily from the dead, ascended to the right hand of God the Father, and will personally return in power and in glory. (John 10:30; Matthew 1:18; Hebrews 4:15; John 10:32; Romans 3:25; Matthew 28:6; Romans 8:34; Luke 21:27.)

4. For the salvation of lost and sinful men, regeneration by the Holy Spirit is absolutely necessary. (John 3:3-8.)

5. Salvation is by grace through faith alone, in Christ alone, and for the glory of God alone. (Ephesians 2:8-9.)

6. True saving faith in a person will result in the performance of good works by that person, for faith without works is dead. (Ephesians 2:10; James 2:17.)

7. The present ministry of the Holy Spirit enables the Christian to live a godly life. (Galatians 5:16.)

8. God will raise all people from the dead, the saved to the resurrection of eternal life, and the lost to the resurrection of eternal condemnation. (1 Thessalonians 4:16-17; 2 Thessalonians 1:9.)

9. There is a spiritual unity of all believers in our Lord Jesus Christ. (John 17:20-23.)

Section (2). Educational Philosophy. Excellent education is founded upon disciplined, eager attention to learning. This discipline rests upon a student's moral character, and that this moral character is developed through a personal relationship with God through Jesus Christ. In support of parents' God-given responsibility for educating their children, the Corporation will:

1. Provide a clear model of Christian life through its staff and Board members. (Matthew 22:37-40.)

2. Encourage every student to begin and to continue to develop a relationship with God the Father through Jesus Christ. (Matthew 28:18-20.)

3. Teach all subjects from a biblical worldview as parts of an integrated whole with the Scripture at the center. (2 Timothy 3:16-17.)

4. Provide students with a **classical education**, in which **grammar** (the fundamental facts and rules of each subject), **logic** (the ordered relationship of particulars in each subject), and **rhetoric** (the expression in speech and writing of the ideas of a subject) are emphasized in all subject areas.

5. Encourage all students to develop wisdom, discernment, and a love for learning. Children will be taught how to learn for themselves and how to express what they have learned; how to think rather than simply what to think.

Section (3). Organizational Philosophy. To carry out its mission of academic excellence within a biblical worldview, Cornerstone Classical Christian Academy shall:

1. Operate with efficiency and excellence.
2. Maintain respect for the individual and insists upon gracious interactions at every level of the organization.
3. Encourage a decentralized form of administration where decisions are made and responsibility is taken for those decisions at the lowest possible level of the organization. This organizational principle of delegation is intended to reduce administrative overhead and empower the individuals involved in a particular process to have the primary input to improve it. (Exodus 18:13-27.)
4. Regard parents as customers of Cornerstone Classical Christian Academy and teachers as having Board delegated authority in the classroom.
5. Encourage parents to be active supporters of the educational process.
6. Commit to resolve disputes that arise out of or relate to its organizational documents by biblically based mediation. (Matthew 18:15-20; 1 Corinthians 6:1-8.)

ARTICLE IV CORPORATION MEMBERSHIP

Membership is open to all persons according to the following criteria:

1. Persons eighteen years of age or older, who are in agreement with the foundational principles set forth in Article III and with Cornerstone Classical Christian Academy being operated in accordance with same, and who contribute the current annual membership fee are eligible for membership in the Corporation.

2. All persons who are eligible for membership and who desire to be members of the Corporation must make written application for membership. The Board or its designee shall review all applications and accept or reject the

application according to the principles set forth in this article. The annual membership fee shall be included with the application. If the application is rejected, the membership fee will be returned.

3. A sustaining membership fee shall be due at the beginning of each calendar year and will cover only the calendar year in which it is paid. Membership fees shall be used for administration and promotion of the Cornerstone Classical Christian Academy and not for curriculum or other school related expenses. Failure to pay the annual fee will result in loss of membership. The annual fee will be set by the Board.

4. At least one parent or guardian of each child attending Cornerstone Classical Christian Academy must be a member of the Corporation.

5. Members of the Corporation have the privilege of voting on all matters that are presented to the membership, such as the election of Board members, bylaw changes, budgetary, and financial matters. Each member will receive one vote in each corporate matter presented to the membership. Members may also be nominated for election to the Board and appointed by the Board to serve on its committees.

6. Revocation of membership shall occur when an individual fails to meet, or is found by the Board to no longer meet the criteria for membership specified in this Article.

ARTICLE V CORPORATION MEETINGS

1. The Corporation shall hold an annual meeting with the exact time, place and agenda to be set by the Board. At the annual meeting, reports on the activity and progress of Cornerstone Classical Christian Academy shall be presented. Election of the Board of Directors shall take place at this meeting.

2. Special meetings may be called by a majority of the Board of Directors. Special meetings may also be called by the Secretary/Treasurer of the Board, provided that such meetings are requested in writing by at least 35% of the then current membership. Such requests must state the subject of the meeting. Notice of a special meeting must be given by first class mail, state the subject of the meeting, and be sent to all members at least 10 days in advance of the meeting. No business shall be transacted at such meeting except what is stated in the notice.

3. A quorum, consisting of 10% of the total membership, is required at any regular or properly called special meeting. If a quorum is not present, the Board shall set a new date and time for the meeting and give Notice in the manner provided in Article V, item 2 above.

4. Elections of Board members shall be held by secret ballot with each corporate member casting one vote per open position.

ARTICLE VI BOARD OF DIRECTORS

Section (1). Appointment and Qualifications for Board Membership

1. The initial members of the Board of Directors (herein “Board”) as specified in the Articles of Incorporation of Cornerstone Classical Christian Academy, Inc. shall serve for ten full calendar years. Additional seats on the Board may be added at the discretion of the Board until the Board consists of a maximum of seven members. The Board members shall be elected by the current members of the Corporation by secret ballot. The term of all members of the Board after the initial members shall be three calendar years. The terms of the Board members shall be staggered such that only two or three terms expire in the same calendar year.

2. Nominations to the Board shall be made by a nominating committee that is appointed by the Board. The nominating committee shall consist of two current Board members and one Board-eligible member of the Corporation.

3. All Board members must subscribe to the foundational principles set forth in Article III of these Bylaws; they must be members or regular attendees of a local church; they must be Scripturally sound in their teaching; and they must lead exemplary lives, seeking in all things to obey the Scriptures as outlined herein in Article III.

4. All Board members must be members of the Corporation. All candidates for Board membership shall be considered with regard to the following:

- a. Knows Christ - Spiritually discerning;
- b. Knows the Scriptures - Positive testimony in community;
- c. Knows how to pray - Not a recent convert;
- d. Committed to the educational philosophy outlined in Article III;
- e. Member or regular attendee in good standing of a local church; and
- f. Demonstrates a loving concern for children.

5. All members of the Board must comply with any requirements imposed by an association of which the Corporation is a member.

6. Vacancies on the Board that occur during a term shall be filled by election at the annual Corporate meeting. A majority of the Board may appoint an interim person to temporarily fill the vacancy until elections take place. Any such interim appointee shall meet all criteria contained herein for Board qualifications.

Section (2). Meetings of the Board

1. The Board shall hold at least one stated meeting quarterly. Stated meetings of the Board and its recorded minutes shall be open to all members of the Corporation, except for confidential matters which may be handled in a closed executive session.

2. A quorum, consisting of three (3) Board members, shall be required for all Board meetings.

3. Special meetings of the Board may be called by the President of the Board, or by a majority of its members, provided that, unless otherwise waived by all Board member, the subject of the meeting is included in the notice, and that the notice has been given to all members of the Board at least three (3) days in advance of the meeting. No business shall be transacted at such meeting except that stated in the notice. Special meetings of the Board may be held without public notice and may be conducted in person or via appropriate technology.

ARTICLE VII STRUCTURE AND RESPONSIBILITIES OF THE BOARD

Section (1). Structure of the Board

1. At the first Board meeting each year, the Board shall elect the following three (3) officers: President, Vice-President, and Treasurer for a one (1) year term.

2. It shall be the duty of the President to propose the agenda and preside over all meetings of the Board and of the membership meetings of the Corporation and to enforce the provisions of these Bylaws. The President is an *ex officio* member of all committees of the Board and shall be notified of all meetings of such committees.

3. The Vice-President shall assist the President whenever possible in the discharge of his or her duties. In the absence of the President, the Vice-President shall act instead. The Vice-President shall also (a) keep the minutes of the proceedings, (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, (c) keep a current, valid post office address of each Corporation member, (d) sign with the President of the Board any legal instrument approved by the Board, and (e) generally perform the duties of the office of Secretary for the Corporation including such other duties as from time to time may be assigned to him by the President or by the Board.

4. The Treasurer or his designee shall (a) have charge of and be responsible for all reporting and accounting of funds of the Corporation, (b) receive and give receipt for moneys due and payable to the Corporation and deposit all such moneys in the name of the Corporation in such banks or other depositories as shall be selected by the Board, (c) report regarding the finances of the corporation at the meetings of the Board and at the annual meeting of the corporation, (d) arrange for periodic third party audits of the

financial records, and (e) in general perform all duties incidental to the office of Treasurer as set by the Board.

Section (2). Responsibilities of the Board

1. The Board shall determine the policies of Cornerstone Classical Christian Academy in harmony with the Articles of Incorporation and these Bylaws and direct the long term vision of the school and perform long term planning in keeping with this vision. The Board shall avoid becoming involved in the daily operation of the school but rather allow this to be carried out by the professionals hired for that purpose.

2. The Board shall be ultimately responsible for the operation of the school, but may delegate certain responsibilities it deems necessary, including, but not limited to the hiring/firing of staff, corporate membership application and renewal, the annual operating budget, and financial reporting.

3. The Board, in order to ensure compliance with the Corporation's Statement of Faith and Educational Philosophy, must approve any curriculum changes before they may be put into practice in the classroom.

4. The Board shall be responsible for devising ways and means of obtaining necessary funds for operating the school and maintaining accurate records, and shall determine how funds so raised shall be distributed.

5. The Board shall be responsible for the review of all applications for membership in the Corporation and enrollment in Cornerstone Classical Christian Academy. The Board has the responsibility to accept or reject applications, but may delegate that responsibility.

6. The Board shall appoint one of its own members to visit the school periodically to assure itself of the faithful execution of the school's educational program and policies.

7. The Board may appoint committees as it deems necessary for the performance of its duties, e.g., but not limited to:

a. Facilities/Building Committee

i. Seek, evaluate and recommend an initial site for the school. Make periodic evaluations for the Board concerning adequacy of the facilities.

ii. Make recommendations to the Board concerning the allocation of capital funds designated for campus development and major maintenance.

- b. Capital Development Committee
 - i. Devise ways and means for implementing a capital campaign as needed.
- c. Corporate Membership Committee
 - i. Consider all matters related to the corporation membership and make recommendations concerning same to the Board.
 - ii. Devise ways and means for educating the corporate membership with regards to the school's educational philosophy.
- d. Board Nominating Committee
 - i. Solicit, interview and nominate candidates for membership to the Board who will stand for election at the September Corporation meeting.

ARTICLE VIII STAFF

Staff, as used herein, means all persons under the terms of a binding employment contract and on the Corporation payroll.

1. The substance of this Article shall be made a part of all contracts entered into with members of the staff.
2. The staff must subscribe to the foundational principles set forth in Article III of these Bylaws; they must be members or regular attendees of a local church; they must be Scripturally sound in their teaching; and they must lead exemplary lives, seeking in all things to obey the Scriptures as outlined herein in Article III.
3. All staff members must be members of the Corporation. All candidates for the staff shall be considered with regard to the following:
 - a. Knows Christ - Spiritually discerning;
 - b. Knows the Scriptures - Positive testimony in community;
 - c. Knows how to pray - Not a recent convert;
 - d. Committed to the educational philosophy outlined in Article III;
 - e. Member or regular attendee in good standing of a local church; and
 - f. Demonstrates a loving concern for children.
4. Each member of the staff as well as the Corporation shall abide by the terms of the contract entered into by both parties. The Board has the authority to dismiss a member of the staff if such person's instruction, administration, or personal life (or

lifestyle) conflicts with the basis and purpose of the Corporation. Any dismissals shall be consistent with the procedures and policies included in the contract.

5. The Headmaster, as the expert in all school matters, shall serve as an advisor to the Board and its standing committees, excluding the Board Nominating committee.

6. No staff members may simultaneously be Board members.

ARTICLE IX AMENDMENTS TO BY-LAWS

1. The Board may present amendments to the Corporation for a vote at any properly noticed meeting of the Corporation. The Corporation may reject the proposed amendments by a simple majority vote of the quorum at that noticed meeting. If a quorum of the Corporation membership is not present at the noticed meeting, the amendments shall become effective upon subsequent ratification by two-thirds of all sitting Board members within 60 days of the noticed meeting which failed to attain a quorum.

2. Article III, Article VIII item 2, and Article IX item 2 are not amendable in whole or in part.

ARTICLE X NON-DISCRIMINATION POLICY

Any school of the Corporation shall admit students of any race, color, national origin, and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school. It shall not discriminate on the basis of race, color, national origin, and ethnic origin in administration of its educational policies, admission policies, scholarship and loan programs, and athletic and other school-administered programs.

ARTICLE XI DISSOLUTION

In case of dissolution of the Corporation, the Board shall, after paying all obligations of the corporation, dispose of all remaining assets in such a manner, or to such organization(s), as may be operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue law, or any similar law of the Commonwealth of Kentucky, as the Board shall determine. The Board shall make every attempt to dispose of such assets to Christian educational causes that meet the preceding qualifications.