

**BY-LAWS OF
THE VACAVILLE CHRISTIAN SCHOOLS
A CALIFORNIA NON PROFIT ORGANIZATION**

I. STATEMENT OF FAITH

Vacaville Christian Schools views itself as an indispensable part of the three major forces on the life of each child: the home, the school, and the church. The school intends to be an extension of the home and, therefore, a responsive listener to the home. It intends to be cooperative with the evangelical-based churches represented among the student body and supportive of activities and programs of those positions of the churches on doctrinal issues within the ecclesiastical community. The school is committed to a program of excellence which strives for the best instruction through use of the best materials in facilities of the highest quality.

Vacaville Christian Schools was founded and functions upon the basic fundamental principles of the Word of God, and it espouses the historic Christian view of life as presented in the BIBLE. Our Statement of Faith and practices are held by every Vacaville Christian Schools employee and school family.

The following declaration expresses the common Christian faith of the Board of Directors of this corporation and shall be agreed upon and duly signed, by all Vacaville Christian Schools employees and student families.

1. We believe the Bible to be the **only** Word of God, inerrant, infallible, totally expressing His purposes to mankind. We accept the Bible as our final authority; the all-sufficient and complete rule for faith and conduct. (2 Timothy 3:15-17; I Peter 2:15)
2. We believe there is one God, eternally existent in three persons: Father, Son and Holy Spirit. God the Father, Creator and Ruler of the universe from Whom all life exists (Gen.14:22; Genesis 1:1; Colossians 1:17); Jesus Christ, God the Son, sent to take the form of a man to put God's great plan for humanity into effect (John 17:5; Philippians 2:5-11; Hebrews 1:2); God the Holy Spirit, revealing Jesus Christ and God's plan to the Christian and bearing witness to God's work in our world (John 16:13-14; 1 Cor. 2:9).
3. We believe in the person of Jesus Christ, God's only eternal Son. Born of a virgin, He lived a sinless life; performed mighty miracles; died for the sin of the whole world; rose again to conquer sin, death, and Hell; ascended to the right hand of His Father to intercede on our behalf; and will return to earth again for those who have personally accepted forgiveness of sin through Him. (Isaiah 7:14; Hebrews 7:26, 1 Cor. 15:3-4).

4. We believe that all mankind is born sinful and separated from God, requiring individual repentance and forgiveness through the blood of Jesus Christ, shed on the cross, as absolutely essential to be in right standing again with God. (Romans 10:9-17; John 3:16; Titus 2:11-13).
5. We believe in the continuing ministry of the Holy Spirit, by whose indwelling the Christian is enabled to live a Godly life. (Ephesians 5:18; 4:30; 1 Corinthians 3:16).
6. We believe in the resurrection of the dead, both those saved through Jesus Christ and those lost through un-repentance and un-acceptance of Christ's forgiveness - those who are saved unto resurrection of life and those lost unto resurrection and separation from God forever to damnation. (1 Thessalonians 4:16-17; Revelation 19:20; 20:11-15).
7. We believe in the spiritual unity of all believers in the Lord, Jesus Christ. (Ephesians 1:22-23; Romans 8:9).

II. MISSION

Vacaville Christian Schools, in partnership with home and church, exists to provide a distinctive Christ-centered education in a nurturing environment which equips young people to excel in life and service to Jesus Christ.

III. OBJECTIVES

The objectives of the parents, the Board, the administrators and teachers are:

- A. To teach that the Lord Jesus Christ is the Son of God and that Salvation is through receiving Him as personal savior.
- B. To teach that God is the Creator and the Sustainer of the universe and of man.
- C. To teach that fellowship, bible reading, prayer, service and witnessing are essential for a Christian life and spiritual growth.
- D. To teach that the Bible is the inspired Word of God and that it is practical and important.
- E. To teach the application of Biblical principles for every part of daily life.
- F. To teach academic subjects integrated with the Bible.
- G. To teach students their role in the community with non-Christians and with Christians who hold differing views.
- H. To teach the importance of missions at home and abroad.
- I. To teach a Christian World View
- J. To teach students to think for themselves and to stand up for their personal convictions in the face of pressure.
- K. To teach students to apply themselves to their work and to fulfill their various responsibilities.
- L. To teach students to work independently and cooperatively.

- M. To prepare students for their future career by developing their individual academic responsibility.
- N. To teach an appreciation of fine arts.
- O. To teach and help develop a desire and a discretion for wholesome physical and mental recreation.
- P. To teach students civic responsibility and to prepare them for their role as Christian citizens.

IV. OFFICES

- A. Principle Offices. The principle office of this corporation in the State of California shall be located at 1117 Davis Street, City of Vacaville, County of Solano, and State of California.
- B. Other Offices. The corporation may have such other offices, either within or outside the County of Solano, State of California, as the Board of Directors may from time to time determine.

V. GOVERNANCE

The Board of Directors shall constitute the membership of the corporation. The Board is the policy setting body of the school, with the Chief Educational Officer having the responsibility for the implementation of the Board's policies.

VI BOARD OF DIRECTORS

- A. Number. The authorized number of Directors of this corporation shall not be less than seven (7) no more than nine (9).
 - 1. In keeping with the denominational independent nature of the corporation, the Board of Directors will represent Christian Denominations (in accordance with Vacaville Christian School's Statement of Faith), with no more than three (3) members representing the same church, except during limited transitional periods.
- B. Qualifications Only those persons who ascribe to Article I (Statement of Faith), Article II (Purpose), and Article III (Objectives) of these by-laws are eligible for election to the Board of Directors. Each member shall be spiritual leaders in the school, to seek God's will and direction for the school, and to take responsibility for preservation and restoration of right relations, primarily our relations with God. Galatians 6:1, 2 James 5:19, 20 Isaiah 55:7.
 - 1. Oversee the policies of the school.
 - 2. Hire the Chief Educational Officer for the school.
 - 3. Nominate candidates for the Board and present such candidates to the school.
 - 4. Approves the annual budget and tuition schedule.

5. Monitor income and expenditures against the budget.
6. Ability to establish relationships and communicate with VCS constituents.
7. Visionary
8. Monitor all school activities on behalf of the school.
9. Exercise final authority in the school in all matters directed by the Charter and By-laws.
10. A Christian.
11. Exhibits strong spiritual leadership to the standard of I Timothy 3.
12. Supports Vacaville Christian Schools Statement of Faith.
13. Supports Vacaville Christian Schools Strategic Plan.
14. In harmony with the philosophy and objectives of the school.
15. Prays for God's wisdom and leading in all school matters.
16. Reads scripture and apply to board responsibilities.
17. Active participant in good standing in their local church.
18. Members are to be objective and are expected to voice their opinion.
19. Faithful in attending board meetings and retreats.
20. Conscientious
21. Has all of their own school age children enrolled in the school. (If impossible, the reason must be clearly explained to and approved by the Board of Directors in writing.)
22. Faithful Steward of God's provisions
23. Critical Thinker

- C. Term of Office. Board of Director Members may serve a maximum of three (3) consecutive, three (3) year terms, not to exceed nine (9) years total. Following the first three (3) year term a second and subsequent third year term may be served if approved by a majority vote of the Board. Each term will be voted on independently by confidential ballot in May. After serving three (3) consecutive, three (3) year terms a Board member may reapply to serve on the Board following one (1) year of non service on the Board.

Election of Board of Director's Officers protocol:

Election of Board of Director Officers will be placed on the May agenda to apprise Board members of the upcoming election of officers, call Board members to prayer and to give each officer an opportunity to voice their position on continued service. The current Board of Director Officers will formulate the Board of Director's Officers Ballot for the June Meeting.

Re-Election protocol:

When re-election of a Board member is forthcoming "Board of Director Election" will be placed on the April agenda to apprise Board members of the upcoming election in May and to call Board members to prayer.

The Board Secretary will maintain accurate records of years and terms served and will provide this information at the April Board Meeting when warranted. The Board Secretary will provide and tally the confidential ballots. The Board Chair will disclose ballot results.

- D. Powers. Except as otherwise provided in the “*Articles of Incorporation*”, or by law; the powers of this corporation shall be exercised, its property controlled and its affairs conducted by the Board of Directors. The Board may delegate the performance of any duties or the exercise of any powers to such officers and agents as the Board may from time to time, by resolution, designate.
The Board delegates, assigns and names all subcommittees which act in accordance with subcommittee guidelines.
- E. Trust Funds. The Board of Directors may, by resolution establish one or more common trust funds for the purpose of furnishing investments for the corporation, or to any religious, charitable or educational institution affiliated with it, or to any organization, society, or corporation holding funds or property for the benefit of any of the foregoing institutions (or holding funds for the purpose of supporting a teacher, or any building or buildings used by or owned by any of the foregoing), whether holding such funds or property as fiduciary, subject to such terms and conditions as are set forth in the Articles of Incorporation of this Corporation, and VCS By-Laws.
- F. Replacement of Directors. Whenever a vacancy exists on the Board of Directors, the vacancy shall be filled by due application process and by a majority vote of the remaining Directors at a regular or special meeting of the Board. Any person elected to fill a vacancy of a Director shall have the same qualifications as in the by-laws. Exiting Board members of Vacaville Christian Schools, who leave service for any reason, shall agree to keep all matters pertaining to the Board in the strictest confidence upon leaving. Any exiting member from the Board, for any reason shall agree to submit to the school upon leaving tenure:
- Keys
 - All policy books
 - All copies of minutes of all meetings
 - All Board related written material
- G. Property Rights. No member of the Board of Directors shall have any rights, title, or interest in any of the property or assets, including any earnings, or investment income of this corporation, nor shall any of such property or assets be distributed to any Board of Director upon the dissolution or winding up thereof.
- H. Liability of Directors. No member of the Board of Directors of this corporation shall be personally liable for any of its debts, liabilities, or obligations, nor shall any director be subject to any assessment.

- I. Compensation. No member of the Board of Directors shall receive any compensation from the corporation other than a 50% reduction in the tuition scale for children.
- J. Meetings.
1. **Annual Meeting.** An annual meeting of the Board of Directors shall be held at Vacaville Christian Schools in the month of May for the purpose of electing Board Officers and for the transactions of such other business that may come before the meeting. If the election of Directors shall not be held on the date designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon as convenient.
The Executive Committee acts as the nominating committee and contacts each member on the Board to determine interest of service. Term to begin in June.
 2. **Place of Meeting.** The Board of Directors may designate any place, either within or outside the State of California, as a place of meeting, for any annual meeting for any regular monthly or special meeting called by the Board of Directors. If no designation is made or if a special meeting is otherwise called, the place of meeting shall be the registered office of the corporation in the State of California; but if all the members shall meet at any time or place, either within or outside the State of California, and consent to the holding of the meeting, such meeting shall be valid without call or notice, and at such meeting, any corporate action may be taken.
 3. **Regular Meetings.** Regular meetings shall be held monthly at a time and date determined by a majority of the board and all members shall be duly notified. Board packet information should be sent to the Board Members the Friday before the next scheduled Tuesday evening Board Meeting. All meetings of the Board of Directors shall be governed by Robert's Rules of Order.
 4. **Special Meetings.** The Board Chair may call a meeting of the board at any time as he deems necessary and appropriate. The Board Chair may designate the Board Vice-Chair to take the chair for a specific item of business, following parliamentary procedure, as he deems necessary.
 5. **Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business of any meeting of the Board; provided, however, that if less than a majority of the Directors are present at any meeting, the Chair may adjourn the meeting.
Except as may otherwise be provided for these by-laws, or in the Articles of Incorporation of this corporation, or by law, the act of the majority of Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

6. **Voting.** The Board Chair shall be able to solicit a phone and/or an electronic vote on matters that cannot wait until the next Board meeting. In keeping with standard policy a majority vote is required.

- K. **Actions without meetings.** No meeting needs to be held by the board to take any action required or permitted to be taken by law, providing all members of the Board shall individually or collectively consent by a personal phone or email poll and such consent and/or consents is filed in the minutes of the proceedings of the Board at the next meeting. Action by consensus shall have the same force and effect as the action by unanimous vote of the Directors being physically present. Any certificate or other document filed under any provision of law which related to action so taken shall state the action was taken by unanimous consensus of the Board of Directors without an official meeting, and that the by-laws authorize the trustees to so act. Such a statement recorded in the minutes shall be prima facie evidence of such authority. Contingency requires majority vote of the Board.

VII. OFFICERS OF THE BOARD OF DIRECTORS, CEO, TEACHING STAFF

The Board of Directors shall elect from its membership its officers: a Chairman, a Vice Chairman, a Secretary, and a Treasurer. These offices may be changed, adjusted, added or deleted as needed by the Board.

The primary responsibility of the Board of Directors of the school is to protect the integrity and values of Vacaville Christian School and safeguard the assets of the school. Our goal is to promote well educated and spiritually minded children by emphasizing and following the school's mission statement, managing the strategic plan, and following biblical principal in leadership.

The Board is expected to contribute their time and talents to leadership of the school as well as making a financial commitment.

The Board has a slate of officers. These officers make up the executive committee of the Board. The officers of the Board are the Chairman of the Board, Vice Chairman, Secretary and Treasurer. There are as many as five members at large in addition to the officers that make up the entire Board of Vacaville Christian Schools. The authority of the officers and board members is granted by the By-Laws of the school.

The responsibilities of the officers of the Vacaville Christian School's Board are addressed by each position. Each officer position has specific responsibilities and expectations they are required to meet. The general officer responsibilities are provided below.

A. **Chairman of the Board**

The Chairman leads the Board in the determination of its strategy and in the achievement of its objectives. The Chairman is responsible for organizing the business of the Board, ensuring its effectiveness and setting its agenda. The Chairman facilitates the effective contribution of directors and ensures directors receive accurate, timely and clear information and facilitates effective communication with the Chief Education Officer. Neither the Chairman of the Board or any other Board member is involved in the day to day operations of the school. The Board's sole organizational chart contact is the Chief Educational Officer.

Additional Responsibilities of the Chairman of the Board

Preside over all Board meetings
Chair the Executive Committee
Chair the Strategic Plan/Policy Committee
Appoint chairpersons to all committees
Oversee the evaluation process of the Chief Educational Officer
Create ad-hoc committees as deemed appropriate, with the advice and consent of the Board
Assign duties to the Vice Chairman with advice and consent of the Board
Assist the Chief Educational Officer in events or programs that promote Vacaville Christian Schools
Assist any committee that the Board deems appropriate
Assign mentors for incoming Board members
Attend and participate in the High School graduation ceremonies
Interface with the Chief Educational Officer and the Board
Sign all required school documents

B. **Vice Chairman**

The Vice Chairman shall assist the Chairman in the performance of their duties, and shall exercise all the powers of the Chairman of the Board in the chair's absence or in the case of removal, resignation or as temporary needs arise.

Additional responsibilities of the Vice Chairman

Chair the Board Development Committee
Prepare the Board approved minutes for the school website
Interface with Administration and Information Technology (IT) to oversee the Board section of the school website

C. **Secretary**

The Secretary is responsible for advising the Board through the Board Chair on governance matters. The Secretary maintains the accuracy of the corporation's policies, by-laws and articles. The Secretary shall be responsible for the keeping of accurate membership and term limit records, overseeing and certifying Board voting results and ensuring Board minutes are taken and maintained. The Secretary is responsible for scheduling Board prayer meetings and Board development training. The Secretary will work in conjunction with the Vice Chairman on Board development assisting in providing Board manuals and previous minutes to incoming Board members. In addition, the Secretary each year, during the month of June, ensures that each Board member signs the statement of faith and the leadership commitment and conducts the executive officers vote. The results of the vote are given to the Chairman of the Board for announcement.

Additional responsibilities of the Secretary

Oversee and administer all Board policy mandated time frames
Keeper of the policy manual ensuring it is up to date
Verify policy
Provide the policy manual at all Board meetings

D. **Treasurer**

The Treasurer oversees the financial records of the school. The Treasurer shall disseminate regular financial reports to the Board concerning the financial condition of the school. Review financial statements (balance sheet and income statements) on a monthly basis with the school controller or the Chief Financial Officer. The Treasurer shall recommend auditors to the Board and work with the auditors. The Treasurer will provide for annual audits by an independent certified public accountant firm of the schools financial accounts and discuss the results with the Board.

Additional responsibilities of the Treasurer

Chair the Finance Committee
Track the school's cash position with the Chief Educational Officer
Awareness of the school's bank covenants or condition in the school's banking relationship
Work directly with the Chief Educational Officer on budget development and review the budget with the Chief Educational Officer prior to presentation to the school Board.
Oversee the process of expense approval by the Board for expenses over \$10,000.00
Ensure the Board receives monthly reports including cash on hand, YTD budget (actual, budgeted and variances) and enrollment numbers
Investigate budget items that deviate 5% over or under approved budget parameters
Tuition development
Affirm the budget as submitted by the Chief Educational Officer and forward the budget to the entire Board for action

E. The **CHIEF EDUCATIONAL OFFICER** shall be selected and hired by the Board and serve in the capacity of Chief Education Officer.

1. The Chief Education Officer shall be responsible for operation of the school according to the policies established by the Board. Questions regarding the administration of the school shall be referred to the Chief Education Officer. When policies are to be reviewed or changed, this shall be done in Board meetings with the Chief Education Officer present and participating.
2. The Board shall establish policies for the operation of the schools and record them in a policy manual. The Chief Education Officer shall function to keep the policies in written format and updated.
3. The Chief Education Officer shall be an ex-officio member of the Board, and all committees. The Chief Education Officer is accountable to the Board and serves in an advisory capacity to the Board. The Chief Education Officer shall be responsible for the administration of the school. The Chief Education Officer may establish rules, regulations and procedures as necessary to carry out their duties in accordance with the policies of the Board.

F. All **TEACHING STAFF** shall be contracted employees selected by the administrators after meeting all hiring requirements established by the Human Resource department subject to final confirmation by the Chief Education Officer. The teachers shall serve under a written contract that specifies salary to be received and services rendered. They shall be under the direction of the Administrator. The Board, parents, and committees shall not interfere with the teachers' duties. Any problems, complaints or suggestions shall be handled by the Administrator.

All members of the teaching staff must be born again Christians. They must declare, in writing, at the beginning of each school year, their unconditional acceptance of the Statement of Faith, the Purpose, the Objectives, and the policy of Vacaville Christian Schools as expressed in Articles I, II, III, and IV of these By-Laws. They must wholeheartedly accept the following:

- a) Church attendance
- b) Vacaville Christian School's Declaration of Ethical and Moral Integrity
- c) Policies and Procedures for Faculty and Parent handbooks
- d) Other established procedures or agreements as outlined by the Board of Directors and California law.

VIII. COMMITTEES

Qualification for Board Committees:

1. All committees must be chaired or co-chaired by a board member.
2. All regular committee members must be born again Christians.
(A non-Christian may be asked to serve temporarily on an ad-hoc basis only.)
3. Membership on a committee is for a one year period.
4. Committee members may be selected from any persons interested in the school.
5. All committee members must be approved by the Chairman of the Board before they are asked to serve.

A. Executive Committees:

By majority vote of the Board of Directors they shall establish an executive committee which consists of four (4) officers. The executive committee shall not operate to relieve the Board of Directors or any Director individually.

B. Other Committees

Other committees not having and exercising the managerial authority of the Board of Directors may be established by resolution duly adopted by majority vote of the Board of Directors. Except as may otherwise be provided by resolution, members of committees shall be members of the corporation, and shall be selected by appointment of the Chairman. Any member may be removed by the person or persons authorized to appoint that member, whenever in the judgment of such person or persons the interest of the corporation would be served best by such removal.

C. Term of Office

Each member of a committee shall continue such until the next annual meeting of members of the corporation, and shall be selected by appointment of the Chairman. Any member may be removed by the person or persons authorized to appoint that member, whenever in the judgment of such person or persons the interest of the corporation would be served best by such removal.

D. Committee Chair

One member of each committee shall be appointed Committee chair by the Board.

E. Vacancies

Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of original appointments, and any member selected shall be elected for the unexpired term of his predecessor.

F. Quorum

Unless otherwise provided in a committee's establishing resolution, a majority of the whole committee shall constitute a quorum, and the act of a majority of members present at a meeting at which a quorum is present shall be an act of the committee.

G. Rules

Each committee may adopt such rules and regulations for its meetings and the conduct of its activities as it may deem appropriate; provided, however that such rules and regulations shall be consistent with these by-laws, and provided further that regular minutes of all meetings shall be kept.

IX. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

A. Contracts

The Board of Directors may, by resolution duly adopted, authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general, or confined to special instances.

B. Gifts and Contributions

The Board of Directors and Chief Education Officer may accept on behalf of the corporation any contribution, gift, bequest, or devise of any property whatsoever for the general and special charitable purposes of the corporation.

C. Deposits

All funds of the corporation shall be regularly deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select. This is done through the business office.

D. Checks, Drafts, Orders For Payments

All checks shall have two signatures and go through the proper financial procedures as established.

X. MISCELLANEOUS

A. Books and Records

The corporation shall prepare and maintain correct and complete books and records of accounts and shall also keep minutes of the meetings of the Board of Directors and committees. All books and records of the corporation may be inspected by any Director, or the agent or attorney of any Director, for any proper person at any reasonable time. Records are kept in the business office of all financial transactions. The appointed school CPA, along with the administration and Board Treasurer review the process.

B. Fiscal Year

The fiscal year of the corporation shall begin on the first day of August and end on the last day of July in each year.

C. Corporate Seal

The Board of Directors shall provide a corporate seal described as follows: A round seal containing a bible superimposed with the words “Vacaville Christian Schools” above the words “Founded 1975” and the date of incorporation outside the circle.

XI. AMENDMENTS

Subject to the limitations of the Articles of Incorporation, these by-laws, and the General Nonprofit Corporation Law of California, the by-laws of this Corporation may be amended, repealed, or added to, or new by-laws may be adopted, by the written resolution of a majority of the members of the Board of Directors.