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Cedar Tree Classical Christian School By-laws

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Article I: Name, Principal Office and Authorized Agent

1.1 Name. The name of the school shall be Cedar Tree Classical Christian School, shortened or abbreviated hereafter as Cedar Tree, CTCCS, or the School. The name of the corporation shall be Cedar Tree, A Nonprofit Corporation.

1.2 Principal Office. The initial principal office of the Cedar Tree Corporation is with the registered agent. The Corporation may have such other offices, either within or without the State of Washington, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

1.3 Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Washington a registered office and registered agent, as required by the State of Washington Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Washington and the Board of Directors may change the address of the registered office from time to time.

Article II: Mission Statement, Objectives, Statement of Faith and Philosophy of Education

2.1 Mission Statement. Cedar Tree exists to provide an excellent classical Christian education that cultivates minds and nurtures hearts for effective, Christ-centered living.

2.2 Objectives. At all its levels, programs and teachings, CTCCS seeks to:

- A. Teach all subjects as parts of an integrated whole with Scripture at the center.
- B. Provide a clear model of Biblical Christian life through its staff and board.
- C. Encourage every child in his relationship with God the Father through Jesus Christ.
- D. Emphasize grammar, logic and rhetoric in all subjects.
- E. Encourage every student to develop a love for learning and to achieve his academic potential.
- F. Provide an orderly atmosphere conducive to the attaining of these goals.
- G. Provide an education to applicants regardless of their race, color, national or ethnic origin.

2.3 Statement of Faith and Philosophy of Education. The Board of Directors shall adopt and approve a Statement of Faith and Philosophy of Education consistent with the stated objectives of CTCCS. The Statement of Faith and Philosophy of Education, along with these By-laws, shall be kept and distributed together, and shall be considered the Constitution of Cedar Tree Classical Christian School. The Statement of Faith and Philosophy of Education may be amended only by a unanimous vote of the Board of Directors.

As a matter of firm policy, it is mandatory that all board members subscribe to the Statement of Faith in a manner and method prescribed by the Board of Directors, either by written statement or by oral testimony before the Board.

Article III: Membership

The Corporation shall have no members.

Article IV: Board of Directors

4.1 Election and Tenure. There shall be four appointed Board seats and three elected seats. The four appointed seats will be filled when necessary by appointment from the existing Board. There will be five persons appointed to fill the four seats, with the extra person taking a one-year sabbatical leave from the

Board. This "sabbatical seat" will rotate through the complete appointed Board every five years.

The three elected Board seats will have three-year terms; one seat will be filled by Board election every year. New Board Members may be nominated for their terms of service by two or more sitting Board Members, or by petition of no less than seven households of current Cedar Tree attendees. Any two sitting Board Members may remove a nominee from consideration. Election will be affirmed by a majority of current sitting Board Members, generally no later than June 30th of the current year.

Elected members of the Board shall serve for a maximum of three calendar years. No elected Board member may serve consecutive elected terms.

4.2 Qualifications. Subject to availability of suitable Board members subscribing to the agreed upon Statement of Faith, every attempt will be made to secure Board members having expertise valuable to the school and a demonstrated commitment to classical Christian education. In all cases, the demonstrated Christian walk of the individual Board member shall be a major consideration as to their suitability as Board members. Board members must agree to and sign the Board Leadership Covenant.

4.3 Vacancies. The Board for the unexpired portion of the term may fill a vacancy due to member and/or Board action, death or resignation. In all such circumstances, the Board shall remain sensitive to the needs and desires of the parents and students, and to Cedar Tree's spiritual mission. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of remaining Directors though less than a quorum of Directors remains.

4.4 Ex-officio Board Members. The Board of Directors may designate non-voting, *ex-officio* members of the Cedar Tree School Board by a two-thirds majority vote of the full Board. Their term of service will continue at the discretion of the Board.

4.5 General Responsibilities. The Cedar Tree School Board of Directors shall establish policies that serve to oversee this ministry and generally oversee the school's business affairs. Such responsibilities shall include, but not be limited to:

- A. The authority to select and remove all officers, agents, and employees of the Corporation at will; prescribe such powers and duties for them as are not inconsistent with law or these By-laws; fix their compensation; and require from them security for faithful service;
- B. The authority to change the principal office from one location to another.
- C. The authority to grant any officer or officers, agent, or agents, to enter into any contract, or execute and deliver any instrument, in the name of and on behalf of the Corporation.
- D. Ensuring that the vision of the School as outlined in Article II is maintained.
- E. Establishing tuition and fees.
- F. Praying for the ministry of the school.

4.6 Headmaster. The Board by two-thirds majority vote shall employ a Headmaster whose direct or supervisory responsibilities shall include, but not be limited to, developing budgets, preparing financial statements, maintaining the

spiritual quality of the school, implementing Board-approved educational standards, training the staff, and all day-to-day administrative duties. Authority for the hiring and firing of all staff is generally delegated to the Headmaster, but the Board retains final authority. The Headmaster shall be excluded from voting membership on the Board, but shall not be excluded from ex-officio membership of the Board.

Article V: Officers of the Board

5.1 Number. The officers of the Board shall be a Chairman, a Vice-chairman, and a Secretary, each of whom shall be elected by the Board of Directors. Such other officers and assistants as may be deemed necessary, may be elected by the Board. The same person may not hold the office of Chairman and Secretary at the same time.

5.2 Election. The officers of the Corporation to be elected by the board of directors shall be elected annually by the Board of Directors at the first meeting of each fiscal year. Each Director and Officer shall hold office until his successor shall have been duly elected.

5.3 Removal of Officers. Any elected officer or agent may be removed from office by majority vote of the Board of Directors whenever in its judgment the best interests of the School will be served thereby. Three consecutive absences from regular Board meetings constitute valid grounds for removal from office.

5.4 Removal of Board Members. Three or more sitting Board members, or fifteen or more parents of Cedar Tree students may petition the Board for removal from the Board of any Board Member they feel lacks a basic commitment to the Corporation's statement of faith, philosophy of education, or wisdom and diligence in matters brought before the Board. A Board Member may be removed from the Board by a two-thirds vote of the Board Members not under consideration.

5.5 Chairman. The Chairman shall, when present, preside at all meetings of the Board of Directors. He may sign with the Secretary, or any other full and proper officer thereunto authorized by the Board, any checks/drafts, deeds, contracts or other instruments, which the Board has authorized to be executed.

5.6 Vice-Chairman. In the absence of the Chairman, or in the event of the inability of the Chairman to act, the Vice-chairman shall perform the duties of Chairman. The Vice-chairman shall perform such duties as from time to time may be assigned to him by the Chairman or the Board of Directors.

5.7 Secretary. The Secretary or his designee shall:

- A. Keep the minutes of all board meetings and actions;
- B. See that all notices are duly given in accordance with the provisions of these by-laws or as required by law;
- C. Be responsible to keep and maintain corporate records
- D. Sign with the Chairman of the Board any legal instrument approved by the Board; and
- E. Generally perform the duties of the office of secretary including such other duties as from time to time may be assigned to him by the Chairman or by the Board.

5.8 Treasurer. The Treasurer or his designee shall:

- A. Be selected by the Chairman from within or outside of the Board and approved by the Board.
- B. Have charge of and be responsible for all reporting and accounting of funds of the Corporation.

- C. Cause to be kept and maintained adequate and correct books and records of accounts of the properties and business transactions of the School.
- D. Receive and give receipt for moneys due and payable to the School and deposit all such moneys in the name of Cedar Tree in such bank(s) as selected by the Board.
- E. Give to Directors, whenever requested, an account of transactions as Treasurer and of the financial condition of Cedar Tree; and
- F. In general perform all duties incidental to the office of Treasurer as set out by the Board.

Article VI: Committees of the Board

6.1 Executive Committee. An Executive Committee comprised of the Chairman and two annually Board-appointed members of the Board may, in the absence of the full Board, exercise all authority of the Board to the extent of the full Board authorization. However, said authorization shall not enable the Executive Committee to incur indebtedness, sell or lease School property, revoke or amend the by-laws, hire staff, or establish policy.

6.2 Ad Hoc Committees. The Board of Directors may, by resolution passed by a majority, designate such *ad hoc* committees as may be appropriate, consisting of one or more Board members and others, as deemed necessary to carry out the activities and purposes of the Board. All committees serve at the pleasure of the Board and may be comprised of Board members, regular and *ex-officio*, parents or any others who may be approved to serve.

Article VII: Reports/Meetings

7.1 Annual Reports. The Cedar Tree School Board will compose, review with the administration, and issue an annual, written report. This report will be made available no later than September 15th, for the previous fiscal and school calendar year. The report should include, but not be limited to the year-end financial reports; year-to-date scholarship funding; enrollment figures; standardized test results; the Board's annual evaluation of the School; the listing of all Board members, identifying the newly-elected Board member(s); listing of significant accomplishments and events of the school year; and such other business as may be deemed appropriate by the Board.

7.2 Regular Meetings of the Board. Cedar Tree's full Board of Directors shall meet at regular intervals of not less than once per month at a pre-announced time and place. All regular meetings of the Board shall be open to any member of the School constituency and shall be conducted from a pre-published agenda, posted in the school office at least two days in advance.

7.3 Special Meetings. Special meetings of the Board may be held at a time and place designated by the Board to address such issues as may come before the Board and shall be called by the Chairman or any two Directors.

7.4 Decorum. The Chairman shall enjoy full privileges of voting and discussion, but shall be precluded from making motions while in the office of Chairman. All meetings of the Board shall be conducted principally in accordance with *Roberts' Rules of Order* using a printed, pre-published agenda. Minutes of all regular Board meetings will be published and maintained in the Corporation's offices.

7.5 Quorum[s]. Five members of the full Board shall constitute a quorum for full Board action. Board proxies may only be held for specific issues, exercised only in behalf of that issue. If there are not sufficient Board members in office to constitute a quorum as provided in these By-laws, a majority of Board members may qualify or approve new Board members. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of day-to-day business.

7.6 Executive Session. The Board, may, as circumstances dictate, adjourn to closed session from time to time as the need to address spiritual, personnel or disciplinary issues arises.

7.7 Board Action. The Board will be considered as having formally acted when, in a duly-constituted meeting, a proposal is moved, seconded, discussed, passed with appropriate margin of votes, entered in minutes, and duly approved Board discussion, consensus, debate, etc. does not constitute formal Board action.

Article VIII: Fiscal Responsibility

8.1 General Policy. Through the annual budgeting process, the Board is responsible to ensure that the school's day-to-day operations, including facility maintenance, shall be fully funded. Budgeted revenue for the day-to-day operations will be comprised of the projected tuition; anticipated, non-donation/undesignated proceeds; and projected, undesignated donations. The undesignated donation total to be budgeted may not exceed 20% of the total anticipated revenue for any given fiscal year.

8.2 Fiscal Year. The fiscal year shall begin on the first day of July and end on the thirtieth day of June of each year. Terms of the Board Members will run concurrent with the fiscal year.

8.3 Budgets. The Board will approve annual operating budgets.

8.4 Financial Statements. It shall be the Headmaster's responsibility to prepare a monthly financial statement, to be submitted to the Board in advance of each regular Board meeting. All financial statements are subject to Board review.

8.5 Financial Inspection. Cedar Tree's financial records will be inspected at least annually before the filing of federal financial reports by a qualified person who does not have signing authority on any school assets and who does not prepare the school's financial records. A "qualified person" shall be any accountant, bookkeeper, attorney, or other person who by reason of his expertise or experience is competent to evaluate financial records.

8.6 Fund Raising. It shall be the Board's responsibility to set policy for the fund raising activities of the school staff and to be responsible for their propriety and effectiveness.

Article IX: Contracts, Loans, Checks and Deposits

9.1 Contracts. The Board may authorize any officer, officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

9.2 Loans. No loans shall be contracted on behalf of the Corporation without two-thirds approval of the Board of Directors.

9.3 Checks and Drafts. All checks or drafts issued by Cedar Tree shall be signed by such officers in such a manner as shall

be determined by resolution of the Board of Directors. The Treasurer will present a schedule of aged accounts payable and aged accounts receivable every thirty days for the Board's information and approval.

9.4 Deposits. All funds of the Corporation shall be deposited in such depositories as the Board may select.

9.5 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purpose of the Corporation.

Article X: Statement of Non-Discrimination

10.1 Statement of Non-Discrimination to Applicants and Staff

No student applicant or employee applicant shall be denied benefit of/employment by Cedar Tree on the basis of race, color, national or ethnic origin. However, persons who are unable or unwilling to abide by Cedar Tree's Statement of Faith or Philosophy of Education may be denied participation/employment.

Article XI: Amendments to By-Laws

11.1 Procedure for Amendment. These by-laws may be altered, amended, or repealed by a two-thirds vote of the Board at any regular or special meeting provided a minimum of ten days written advance notice has been provided to all parents of record, specifically enumerating such proposed changes or amendments. The exception: Article II requires a unanimous vote of the Board, and all other Articles require a two-thirds majority vote of the Board to ratify proposed changes or amendments.