



BYLAWS OF THE NORTH VALLEY CHRISTIAN ACADEMY

Article I

Name

The name of this Corporation shall be North Valley Christian Academy (NVCA) or under such other names(s) as the Board may establish.

Article II

Offices

The principal office of the NVCA shall be in the County of Maricopa, State of Arizona.

Article III

Purpose

NVCA shall operate exclusively for educational and charitable purposes consistent with the provisions of the I.R.S. Section 501c3 to provide a Christ-centered, academically excellent program of education, preparing students and families to thrive in life, work, and service to others.

Article IV

Governing Body

Section I – Board of Directors

The governing body of NVCA shall be a Board of Directors (Board), which shall have full power and authority over the affairs of NVCA and establish such policies and plans as may reasonably be necessary to carry out the purposes and functions of NVCA as enumerated in these bylaws.

Section II – Board Membership

- 1) The Board shall have no fewer than nine (9) or more than fifteen (15) members (Directors), including the Head of School, who shall be an ex officio, non-voting Board member. A majority of Directors shall be members of the Lutheran Church - Missouri Synod.
- 2) A Director shall not be related by consanguinity or marriage to another Director.
- 3) Unless given specific approval in writing, no Director or representative of NVCA shall engage in any business and matter affecting the operation of NVCA or affairs which shall involve or may involve directly the Director, employee, agent, or representative, or the immediate members of his family.

- 4) With the exception of the Head of School, no employee, agent, or representative receiving compensation by way of salary or wage, or any member of his immediate family, may serve as a Director.

Section III – Term Limits and Meeting Attendance

- 1) Directors shall be elected by a majority vote of the entire Board for terms of three years, commencing on either (1) July 1 of the calendar year if elected after July 1 or (2) July 1 of the preceding year if elected before July 1. Notwithstanding the provisions of this section, the Board may adjust the terms of individual Board members to support specific initiatives or respond to situations requiring a need for the extension. The Board shall use its best efforts to establish overlapping terms to preserve continuity on the Board and shall maintain a record of individual terms in the Board Policies Manual.
- 2) The Board shall be the sole judge of the qualification for the election to Director of any person so nominated and it shall have the power and authority to remove anyone who, in the judgment of the Board, is not fulfilling the responsibilities of a Director or who is no longer qualified to serve as a Director. Such removal shall require a two-thirds vote of the entire Board.
- 3) No Director shall be eligible for re-election as Director for more than two successive full terms. The Board may make an exception to this rule if it chooses to extend the term of the Chair for one year. However, this exception may not be exercised more than twice for the specific Director serving as Chair.
- 4) Regular attendance of Directors at meetings of the board and its committees is vital to the interests of NVCA. Failure of a Director to regularly attend may be grounds for his/her removal from the Board.

Section IV – Liability, Indemnification, and Insurance

- 1) Individual Liability and Indemnification. No Director shall, by reason of performance of duty, function or activity required of, or authorized to be undertaken by NVCA, be liable for payment of damages under any law of the United States or any State or political subdivision thereof, if such Director has acted within the scope of such authorization, has exercised due care and has acted with respect to that performance without any malice toward any person affected by it.
- 2) Directors' Insurance. Subject to approval of the Board, Directors shall be insured against such liability and the costs of such coverage shall be covered by NVCA.

Article V Officers of the Board

Section I Officers

- 1) Officers shall be a Chair, Vice-Chair, Secretary, and Treasurer.

- 2) The Board shall elect its officers at the first meeting of the fiscal year, which shall hold office for one (1) year or until their successors have been elected and qualified.

Section II Officer Duties

The Chair shall:

- a. Manage the affairs of the Board consistent with policies established by the Board.
- b. Establish the agenda for Board meetings in compliance with the policy calendar established by the Board and in cooperation with the Head of School.
- c. Preside at all meetings of the Board.
- d. Discuss and review corrective actions with individual Board members when they violate their responsibilities. When resolution cannot be obtained with an individual Board member, the Chair will ask the Board to consider corrective action.
- e. Serve as the spokesperson for NVCA unless he/she specifically delegates the role to the Head of School or a fellow Director.

The Vice Chair shall carry out the responsibilities of the Chair in the absence of the Chair.

The Secretary shall work with the Chair and Head of School to ensure the maintenance of:

- 1) the establishing documents, such as Articles of Incorporation, these bylaws, and the Board Policies Manual (BPM) and
- 2) full and accurate records of all proceedings and actions of the Board.

Article VI

Meetings of the Board

- 1) Regular board meetings will occur at least once quarterly. Special meetings may be called at the request of the Chair, the Head of School, or a majority of Board members.
- 2) The Chair and Head of School will develop and electronically distribute the agenda for each meeting at least five (5) days prior to the meeting.
- 3) Quorum. A majority of Directors attending a duly called meeting will constitute a quorum, which is required for any official action taken by the Board.
- 4) The Board shall establish and publish in the BPM the parliamentary rules governing the conduct of duly called Board meetings.
- 5) Telephonic meetings of the Board shall constitute duly called meetings so long as each Board member can hear and be heard on the call.

Article VII

Responsibilities of the Board

The Board shall, in addition to those duties required of governing bodies by law or regulation, be responsible for the affairs of NVCA and shall establish and promulgate policies concerning the

planning, implementation, and evaluation of its programs and activities. Being responsible to its stakeholders, individual Directors shall:

- 1) Attend duly-called Board meetings unless excused by the Chair.
- 2) Make every effort to be prepared for and participate in Board meetings.
- 3) Be familiar with key documents, including (1) Articles of Incorporation and bylaws, (2) the Strategic Plan, (3) regulations of accreditation/licensing agencies, and (4) the BPM.
- 4) Make informed decisions by insisting on complete and accurate information.
- 5) Support all decisions once they have been fully discussed and resolved by the Board.
- 6) Invest personal time, talents, and treasures in the NVCA mission, apply individual skills as appropriate, and support NVCA financially as individual Directors are able.
- 7) Refrain from actions that run counter to these bylaws and Board policies.
- 8) Bring to the Chair's attention any condition/action believed to violate Board policies.

Article VIII Committees

The Board may form committees it deems necessary to help it carry the duties identified in Article VII. It may also form Task Forces for scope limited and time limited tasks. The duties of each Board committee shall be documented in the BPM. The duties of Task Forces shall be documented in the minutes of the Board meeting during which the Task Force is formed and its scope, purpose, and schedule are identified.

Article IX Powers of the Corporation

The Board shall have the general powers granted to non-profit, charitable, benevolent and educational corporations and shall have all general powers and duties pertaining thereto, and the Articles of Incorporation under which NVCA is formed, and in addition shall have the following specific powers:

- 1) To exercise all general powers necessary to carry into effect the purposes of NVCA as set forth in Article III of these Articles.
- 2) To take, accept, and retain as property of NVCA any property, gift, investment or interest therein which shall be given, granted, devised, bequeathed, transferred and assigned to NVCA by gift, grant, donation, devise, purchase, lease, or other method of acquisition, and receive as income, grants, interest, dividends, rents, royalties and payment of monies, properties and assets.
- 3) To receive and hold property in trust and to accept appointment and serve as trustee or successor trustee of any trust which designates NVCA as a beneficiary, whether with respect to an income or a remainder interest; to administer such property according to the terms of the trust instrument; to keep such records of account and make such

reports as may be required by the trust instrument or by law, and to do all other things as exercise all of the powers that may be necessary in fulfillment of its fiduciary responsibilities.

- 4) To receive and collect payments of tuition, grants, interest, dividends, rents, royalties, and profits derived from the operation of NVCA and from properties of NVCA to secure the repayment thereof.
- 5) To invest and reinvest the assets and property of NVCA; to employ and engage counsel in the investment of assets, properties, and securities and to pay compensation, and generally to act in any respect as to any stock, bonds, debentures, or other investments of NVCA as any person might lawfully act with respect to such similar property in his individual right.
- 6) To execute necessary leases, assignments, deeds, and other instruments of transfer and assignment in the transaction and dealing in the property and assets of NVCA, and therein to authorize and delegate such officers of NVCA to execute the same as shall be therein directed by appropriate resolution of the Board necessary and incidental thereto in the fulfillment of NVCA and not contrary to the Articles of Incorporation or in violation of the law.
- 7) To make application of the Department of Treasury of the United States and to the Department of Revenue of States and other taxing bodies and agencies of any state, municipal or other governmental agency and instrumentality for exemption of NVCA, and of any of its income, interest, issues, profits and increment, and of any of its assets from taxation as a charitable, educational, religious and public welfare organization and as such entitled to receive tax exempt gifts, contributions, donations, devises, bequests, transfer, and assignments for the use and benefit of NVCA and within its purposes and as the Board shall designate.
- 8) To appoint such managers, officers, agents, and committees, including special committees from time to time as the Board shall direct, to serve at the discretion and at the will of the Board.

Article X Finances

Section I

The support and maintenance of NVCA shall be by payment of tuition, together with voluntary gifts, solicitations, contributions, devises, bequests, and endowment, either absolutely or in trust, public and private grants.

Section II

All receipts and funds as received by NVCA shall be in the name of NVCA and shall be used to carry out the its purposes, with these exceptions:

- 1) Securities may be held in street names or in bearer form.

- 2) Funds and securities received and held by NVCA in trust shall be dealt with by NVCA in a fiduciary capacity, and shall be invested, distributed, and applied as provided in the governing instrument so long as the trust continues.

Section III

NVCA is authorized to receive and accept or reject in the name of NVCA gifts, solicitations, contributions, and bequests, either absolutely or in trust, and public and private grants, in such form as may be accepted and approved by the Board and without limitation as to the amount of value. The Board is empowered to lease, sell, convey, or otherwise dispose of any property so received, to invest and reinvest both the principal and income, and to deal in and transact fully all business with and concerning said property.

Section IV

NVCA is authorized to receive and accept gifts, solicitations, contributions, devises and bequests for the specific purpose of establishment of an Endowment Fund to be held in trust in such form and condition and so designated as may be tendered and accepted and approved by the Board and without limitation as to amount. The Board may also designate such other assets as it may select in its discretion for addition to the endowment funds. The Board shall hold and use such endowment funds, both the principal and interest thereof, only for the purposes of NVCA.

Article XI

Fiscal Year

The NVCA fiscal year shall begin on the first day of July and end on the 30th day of June of each year.

Article XII

RSO Status

Section I - Election to Obtain RSO Status

NVCA desires to maintain Recognized Service Organization (RSO) status from The Lutheran Church – Missouri Synod ("LCMS").

Section II - RSO Status Requirements

Notwithstanding anything to the contrary in these Bylaws or the NVCA Articles of Incorporation, the provisions of this Section shall apply so long as NVCA maintains RSO status. If at any time NVCA does not maintain RSO status, the provisions of this Section shall not apply.

- 1) **LCMS Doctrine.** NVCA shall respect and not act contrary to the doctrine and practice of LCMS as set forth in the Scriptures, the Lutheran Confessions and the applicable resolutions of the Synod. NVCA shall identify with, and foster, the Christian education mission and ministry of the LCMS.
- 2) **Amendments to Articles of Incorporation and Bylaws.** All proposed amendments in the Articles of Incorporation or bylaws of NVCA that relate to the criteria for RSO status shall be submitted to the LCMS Board for District and Congregational Services ("BDCS") for its review to determine whether the changes affect RSO status.
- 3) **Financial Obligations.** NVCA shall be solely responsible for the management and fiscal affairs of NVCA and for the payment of any debts and liabilities incurred it.

4) **No Endorsement by LCMS.** NVCA acknowledges that RSO status (i) is not an endorsement by the LCMS of the fiscal solvency of NVCA, nor of its services or programs offered, (ii) does not express or imply endorsement by the LCMS of the fiscal solvency of NVCA, or (iii) cause the Synod or any of its districts or congregations to incur or be subject to the liabilities or debts of NVCA or its subsidiaries or affiliates.

5) **Board Membership and Election.** At least a majority of the Board shall be members of a Lutheran congregation.

6) **Nonprofit Status.** NVCA shall have tax -exempt status by maintaining a not-for-profit IRS 501(C)(3) exemption.

Article XIV Amendments

These bylaws may be amended only by at least a two-thirds vote of the full Board.