

The Cor Deo School

Bylaws

Adopted June 2016

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The Cor Deo School By-laws

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Article 1. Name of School, Mission Statement, Non-Profit Purposes

Section 1. Name of School

The name of the school shall be The Cor Deo School (CDS). The name of the Corporation shall be The Cor Deo School a 501(c)(3) Non-Profit Corporation.

Section 2. Mission Statement

The mission of The Cor Deo School is to provide an exceptional classical education designed to cultivate wisdom, virtue, and a deep faith in Christ – equipping students to engage their world with purpose, reason, truth, and grace.

Section 3. Non-Profit Purposes

The exclusive purposes for which this corporation exists are religious and educational ones, to wit: To instruct students using the classical education model taught from a distinctly Christian worldview based on the infallible Word of God, with the goal of equipping them both academically, socially, and spiritually to impact the world for Christ. The recital of these purposes, this corporation being formed for such religious and educational purposes only.

Article II. Objectives, Educational Distinctives, Statement of Faith

Section 1. Objectives

The Cor Deo School seeks to develop students who exemplify the following attributes.

- Love God with all their hearts, minds, souls, and strength.
- Demonstrate mature Christian character and virtue.
- Graciously engage and influence their community with a Christian perspective.
- Listen thoughtfully, reason wisely, speak persuasively, and act intentionally.
- Have a passion for life-long learning.

Section 2. Educational Distinctives

Education at CDS is defined as a Christian classical education designed to educate the whole child, cultivating wisdom and virtue by emphasizing truth, beauty and goodness in the teaching process. Our instruction methods are carefully chosen and consist of time-honored

educational practices, allowing us to create a well-rounded academic foundation for each student.

Christ-Centered

Our primary goal is for all students to see Christ at the center of all areas of their lives, in a way that compels them to love God with all their heart, mind, soul and strength.

Classical Method

At its core, a classical education is rooted in the concept of cultivating wisdom and virtue. Our academic program is designed to equip our students to listen thoughtfully, reason wisely, speak persuasively, and act intentionally.

Connected Learning

Each discipline is approached through the lens of God's love, and is appreciated for its separate value but studied as being entirely interconnected. Our students observe that the world is a unified whole — created, sustained and governed by God.

Training Affections

The education we provide our students cultivates truth in the soul, nourishes the mind on what is good, and sows a desire to love what is lovely, all of which is guided by God's truth. It is a journey that transforms them into the image of God moving them from merely knowing what is good, true and beautiful, to loving it.

Discipleship

We recognize that our students' choices emerge from their inner well-being and are therefore committed to modeling, teaching and cultivating godly virtues with an appreciation for each child's unique nature. Our discipleship involves discipline where the goal is heart-obedience rather than mere rule-following, good manners and self-control.

Parent Partnership

We recognize parents as the primary educators of their children. With that in mind, we join in a covenant with parents to act in mutual support as we pursue a Christ-centered education for each child.

Section 3. Statement of Faith

God

We believe there is one God, eternally existent in three Persons: Father, Son, and Holy Spirit. We believe He is all-powerful, He is present throughout creation but not limited by it, and nothing is hidden from His sight.

Jesus

We believe in the deity of our Lord Jesus Christ, in His virgin birth, in His sinless life, in His miracles, in His substitutional and atoning death through His shed blood, in His bodily resurrection, in His ascension to the right hand of the Father, and in His personal return in power and glory.

Holy Spirit

We believe transformation by the Holy Spirit is absolutely necessary for the salvation of the lost. We believe in the present ministry of the Holy Spirit, by whose indwelling the Christian is enabled to live a godly life.

Salvation

We believe the Bible to be the only inerrant, authoritative Word of God.

The Church

We believe in the spiritual unity of all believers in our Lord Jesus Christ. We believe a vital faith includes action and obedience.

Life after Death

We believe the saved experience fellowship with God forever and the lost are separated from Him eternally.

Article III. Offices

Section 1. Principal Office

The principal office of the Corporation in the State of Washington shall be located at 20 Tacoma Avenue South, Tacoma, Washington 98402. 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.

Section 2. Registered Office and Registered Agent

The Corporation shall have and continuously maintain in the State of Washington a registered office and registered agent whose office, as required by the State of Washington Non-Profit

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 address of the registered office may be changed from time to time by the Board of Directors.

Article IV. Board of Directors of CDS

Section 1. General Responsibilities

CDS Board of Directors shall oversee the continuing operation of this ministry and generally oversee the corporation's business affairs. The responsibilities of the Board of Directors shall include, but not be limited to, regularly and clearly articulating and leading the mission and vision of CDS as stated in Articles I and II, making policy to effectively ensure the mission and vision are being carried out, overseeing the Head of School's leadership of the school, overseeing the Head of School's fiscal responsibilities of the school, and praying for the ministry of the school.

Section 2. Qualifications

Candidates for Board positions must subscribe without reservation to Articles I and II of these Bylaws and the Staff Code of Conduct Policy, and shall possess (or be committed to developing) an understanding of the Classical Christian Education model such that they can well direct and mentor the organization. Further, a Board Member must regularly attend and serve at a local church aligned with CDS' statement of faith. Staff members and their spouses are excluded from fixed term Board seats.

Whenever possible, the Board shall be comprised of a good diversity of representation, including gender, ethnic background, and skill sets/expertise such that it represents varying viewpoints. The Board shall seek to strengthen its collective competence and effectiveness by considering skills sets/expertise in legal training, financial management, business management, education, community service, ministry, and medicine.

Section 3. Election and Tenure

New Board Members may be nominated by two or more sitting Board Members. Any two sitting Board Members may remove a nominee from consideration. Election will be by a majority of the sitting Board. The Board chair will be chosen by the existing Board members by two-thirds majority vote.

Subject to availability of qualified Board members, the Board shall be comprised of a minimum of five and a maximum of seven voting Board members and the non-voting Head of School. The five to seven voting Board members shall serve three-year terms and be limited to two consecutive terms. No more than one-third of the Board is up for election in any given year. After serving two consecutive terms, rotating Board members may be nominated for additional service after a minimum break in service of two years. No greater than two members shall be a current parent of a student enrolled at CDS at the time of their service on the Board. Terms shall run concurrent with the fiscal year.

Section 4. Removal of Board Members

Any elected officer or agent may be removed from office by the Board of Directors whenever in its judgment the best interests of the school will be served thereby. Three or more sitting Board Members of CDS may petition the Board for removal of any Board Member if (and only if) said Member fails to meet the qualifications as previously stated (Article V, section 2), and is not abiding by the Staff Code of Conduct Policy. Three consecutive absences from board meetings as deemed necessary to carry out the activities and purposes of the school constitutes valid grounds for removal from office. A Board Member shall be removed from the Board only by a two-thirds majority vote of the sitting Board Members not under consideration.

Section 5. Vacancies

A vacancy due to member or Board action, death or resignation, may be filled by the Board for the un-expired portion of the term. In all such circumstances, the Board shall remain sensitive to the needs and desires of the parents and students and to the spiritual mission of the school. Any vacancy occurring in the Board of Directors will be filled in the same manner as set forth above for election of new Board members.

Section 6. Ex-officio Board Members

The Board of Directors may designate nonvoting, ex-officio members of the Board by a two-thirds majority vote of the full Board. Their term of service will continue at the discretion of the Board for no longer than 2 years without Board approval. At the direction of the Board, non-voting ex-officio members may be designated as Secretary of the Board.

Section 7. Compensation

The Board may authorize the reimbursement of expenses, incurred by any Board Member in the performance of official business for the School and any other reasonable compensation in the discretion of the Board.

Article V. Officers of the Board

Section 1. Number

The officers of the Board shall be Chairman, Vice Chairman, Treasurer, and Secretary, each of whom shall be selected from, and elected by, the Board of Directors. Such other officers and assistants as deemed necessary may be elected by the Board. Any two or more offices may be held by the same person except the offices of Chairman and Secretary.

Section 2. Election

The officers of the Board elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the new Board. Each Board member and officer shall hold office until his successor shall have been duly elected. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors by a two-thirds majority vote.

Section 3. Removal of Officers

Any elected officer or agent may be removed from office by a two-thirds majority vote of the Board of Directors whenever in its judgment the best interests of the school will be served thereby.

Section 4. Chairman

The Chairman shall, when present, draft an agenda and 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, deeds, contracts or other instruments which the Board has authorized to be executed.

Section 5. 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.

Section 6. Secretary

The Secretary or his designee shall: (a) keep the minutes of the Board proceedings, (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law, (c) keep a current, valid mailing address and e-mail address of each Board member, (d) sign with the Chairman of the Board any legal instrument approved by the Board, (d) be custodian of the corporate records, 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 of the Board.

Section 7. Treasurer

The Treasurer or his designee shall: (a) oversee reporting and accounting of funds of the Board, (b) work with Head of School to ensure good fiduciary practices are being followed by the Corporation, (c) in general, perform all duties incidental to the office of Treasurer as set out by the Board and (d) shall be elected by the Board.

Article VI. Head of School Oversight and Selection

Section 1. Selection

The Board and or a search committee shall be responsible for the recruitment and selection of a Head of School. The recommendation to hire an individual as Head of School must be approved by the Board and the Board Chair by a two-thirds majority vote to make an offer of employment.

Section 2. Oversight

The Board shall actively engage in oversight of the Head of School according to clearly defined expectations of objectives and limitations. The Board, within the confines of the financial sub-committee approved budget, will determine total compensation of the Head of School, to include salary, bonus and benefits.

Section 3. Termination

The Board may initiate a process to terminate the Head of School for failure to meet defined objectives or comply with defined limitations. The termination process for a Head of School must directly involve the Board and Board Chair. The recommendation to terminate a Head of School must be approved by a two-thirds majority vote of the Board to include the Board Chair before it is implemented.

Article VII. Meetings of the Board

Section 1. Decorum

All meetings of the Board shall be conducted according to the *Modified Roberts' Rules of Order*. Approved minutes of all regular Board meetings will be published and maintained in the School's records.

Section 2. Quorum[s]

Majority of the sitting Board shall constitute a quorum for full Board action. Board proxies may only be held for specific issues, exercised only on behalf of that issue. If there are not sufficient Board Members in office to constitute a quorum as provided in these bylaws, a majority of Board Members may approve new Board Members.

Section 3. 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 the appropriate margin of votes, entered in the minutes and duly approved. Board discussion, consensus, debate, etc. does not constitute formal Board action.

Section 4. Regular Meetings of the Board

The Board of Directors of CDS meet at regular intervals of not less than once per month at a regularly designated place at a pre-announced time with an agenda. No other notice shall be required for regular meetings. All regular meetings of the Board shall be open to any parents of students or prospective students.

Section 5. 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 Board members. Board members shall be given at least two-days written notice of any special meeting, together with a copy of the meeting agenda delivered personally, or sent by mail (conventional or electronic) to each Board member at his address as shown by the records of the Board. In the case of e-mail, when the notice is recorded as 'sent' on the Secretary's computer. Any Board member may waive notice of any meeting. The attendance of a Board member at any meeting shall constitute a waiver of notice of such meeting. Business at the special meeting shall be limited to matters identified in the agenda.

Section 6. Executive Session

The Board may, if so directed by the Chairman, or so decided by two-thirds vote of the Board, adjourn to closed session as needed. If executive session is called, minutes taken from executive session will be excluded from published meeting minutes mentioned in Article VII *Section 3* of these bylaws.

Article VIII. Annual Report

The Board will oversee the composition of, and review with the administration, an annual written report. This report will be completed no later than July 20, 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, listing of significant accomplishments and events of the school year, and such other business as may be deemed appropriate by the Board.

Article IX. Committees of the Board

Section 1. Executive Committee

An Executive Committee, comprised of the Chairman, School Administrator and Secretary, duly appointed by the Chairman and the sitting Board may, in the absence of the sitting 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.

Section 2. Ad hoc Committees

The Board of Directors may, by resolution passed by a majority, designate such committees as may be appropriate. They shall consist of at least two Board Members. 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 X. Fiscal Responsibility

Section 1. General Policy

The Board is responsible through regular oversight of the Head of School as he conducts budgeting process, to ensure that the day to day operations of the school, including facility maintenance, shall be fully funded. Budgeted revenue for the day to day operations will be

comprised of the projected tuition, any anticipated publication sales, building rental, other planned, non-donation/undesignated proceeds, and projected, undesignated donations.

Section 2. Budgets

The Board will approve annual management limitations with regard to operating budgets. The operating budget for the following fiscal year shall be submitted to the Board in May with final Board review and recommendations for changes to budget taken no later than June 15.

Section 3. Financial Statements

It shall be the Head of School or his designee's responsibility to prepare a quarterly internal financial statement, to be submitted to the Board three days prior to the next regular Board meeting. All financial statements are subject to Board review.

Section 4. Financial Inspection

Financial records of CDS will be inspected by a *Finance Committee* comprised of qualified persons at no less than yearly intervals. Findings of this committee will be reviewed by the Board and will be made available to interested parents.

Section 5. Fund Raising

The Board and the Head of School shall set management limitations with regard to school fundraising.

Article XI. Contracts, Loans, Checks and Deposits

Section 1. Contracts

The Board may authorize with a two-thirds majority vote 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.

Section 2. Loans

No loans shall be contracted on behalf of the Corporation without a two-thirds approval of the entire sitting Board of Directors.

Section 3. Checks and Drafts

All checks or drafts issued by CDS shall be signed by such officers in such a manner as shall be determined by resolution of the Board of Directors.

Section 4. Deposits

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

Section 5. Gifts

The Board of Directors may accept on behalf of the Corporation, with a two-thirds majority, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

Article XII. Fiscal Year

The fiscal year of the Corporation shall begin on the first day of July and end on the thirtieth day of June of each year unless otherwise determined by the Board.

Article XIII. Non-Discrimination

In His Word, God forbids us to regard anyone with partiality: "If you really fulfill the royal law according to the Scripture, 'You shall love your neighbor as yourself,' you do well; but if you show partiality, you commit sin, and are convicted by the law as transgressors." (James 2:8-9) Therefore, in obedience to the royal law of God, CDS in its hiring and other activities, will not discriminate on the basis of race, national origin, age, handicap, political affiliation, gender, or military status.

Article XIV. Amendments to Bylaws

These Bylaws may be altered, amended, or repealed by a vote of the Board at any regular or special meeting provided a minimum of ten days written advance notice of the proposed amendment has been mailed to all sitting Board Members at their last known address, specifically enumerating such proposed changes or amendments. Articles I, II, IV section 2, and XIV require a unanimous vote of the sitting Board, and all other Articles require a two-thirds majority vote of the Board to ratify proposed changes or amendments.

Article XV. Dissolution

A unanimous vote by the Board and Board Chair must take place for an order to dissolve the School and its assets. All assets are to be designated for donation to a non-profit of the Boards choice that align themselves with the core values and or education principals of CDS.

Signed _____
Secretary of The Cor Deo School