



**SCHOOL BOARD BYLAWS
WHITEFISH CHRISTIAN ACADEMY**

I. Membership of WCA Board of Directors

The Board of Directors (herein referred to as the Board) is self-perpetuating. No full or part-time teaching employee of the school, or a member of their immediate family or household (e.g. husband, wife, child, parent, or person residing at the same address) is eligible to serve on the Board of WCA. Employees and/or their family members may serve on committees.

II. Number of Board Members

The Board shall consist of not less than four members and not more than nine voting members.

III. Qualifications of Board Members- Members of the WCA Board of directors:

A. Shall know the Lord Jesus Christ as personal Savior and daily live under His Lordship.

B. Shall exemplify a life of faith and loyalty to the Word of God.

C. Shall be in good personal standing in their respective church.

D. Shall be in full agreement with the school's statement of faith.

E. Shall be willing and capable of assuming responsibility.

F. Shall have the ability to work with others, have the courage of their own convictions, should always vote their beliefs, and should be champions of the school.

G. Shall be willing and able to make sacrifices of their time, knowledge and personal pleasure for the benefit of the school.

H. Shall be convinced of the priority of Christian education for Christian families, and for all children.

I. Shall endeavor to apply themselves to understanding the fiscal considerations of the school, both in the short term (annually) and in the long term (5-to-15-year period).

J. Shall be willing and able to make difficult decisions according to what is in the best interest of the school when dealing with employees, parents, students, and other people.

K. Shall support the school's classical education model.

L. Shall support and participate in annual fundraising projects and Capital Campaign projects.



IV. Board Member Nomination

- A. Board members or the school Head of School may present a name to the board Nomination Committee for consideration as a Board member by submitting a resume or bio of the potential candidate.
- B. The prospective member's name will be brought to the Board meeting and again discussed in light of the research conducted by the appointed Board members.
- C. If the Board determines the individual has potential for becoming a Board member, the Chairman of the Board will give the candidate an application for Board membership.
- D. After reviewing the application the Board will interview the prospective candidate
- E. A vote of the Board will be conducted in closed session.

V. Responsibility of the Board

The overall responsibility of the Board of Directors is to manage the school according to biblical guidelines and in accordance with the objectives and mission of the school as stated in the By-Laws. As part of this task, the Board is responsible specifically for:

- A. Encouraging the Head of School, as well as any others who make significant contributions toward the advancement of the school's goals.
- B. Hiring, supporting, evaluating and firing the Head of School.
- C. Ensuring that a prudent budgeting process allows for funding the day-to-day operations of the school; thus, the board will evaluate and approve annual operating budgets for the school.
- D. Approving detailed monthly financial statements.
- E. Authorizing any officer(s) to enter into a contract or to execute and deliver an instrument in the name of and on behalf of the school.
- F. Approving school policies in regard to such matters as hiring and firing of staff, maintenance of facilities, acquisitions of property and equipment, curriculum, student conduct, discipline, and fundraising.
- G. Acting in accordance with the fact that the authority of the board is corporate. Individual board members, in dealing with administration, staff, or parents, may not represent the board as a whole unless specifically instructed to do so by the board, or required to do so by the by-laws or this policy manual.
- H. Setting the salary schedule for administration, faculty and staff.
- I. Nominating and electing candidates for the board.



J. Setting the strategic direction of the school.

K. Involved in the continuous succession planning for the school.

L. The bylaws will be reviewed periodically and amended with a 2/3 vote as necessary.

VI. Organization of the Board

The Board shall be self-organizing, electing a Chairman, Vice Chairman, Secretary, and Treasurer from among the members of the Board. Members of the Board shall serve until the end of their term, they voluntarily step down from their position, retire from the board, pass away, or are removed from office by 2/3 majority of the board. The term of each officer shall be for a period of two-years with option for re-election to that office. The Head of School shall be an ex-officio member of the board.

A. Chairman-The Chairman shall coordinate the workings of the Board of Directors, preside at all meetings of the Board of Directors, and serve as an ex-officio member of all committees of the Board of Directors. To qualify to serve as Chairman, the candidate must have served for at least one year as an officer on the Board.

B. Vice Chairman-The Vice Chairman shall perform the duties of the Chairman in his absence and shall have any other duties determined by the Board of Directors.

C. Secretary-The Secretary shall record and oversee the maintenance of the file of minutes of the Board of Directors and any other records, as determined by the Board of Directors.

D. Treasurer-The Treasurer shall oversee the receiving and disbursing of all monies and the keeping of an accurate accounting of the same. The Treasurer shall oversee sending receipts for fees and gifts.

VII. Executive Committee

The executive committee shall consist of the Chairman, Vice Chairman, Secretary and Treasurer of the Corporation and the Board. The executive committee shall have the authority to:

A. Act in the place of the full Board on policy issues of a minor nature.

B. Temporarily enact policy statements until the next board meeting, at which time the entire board must ratify those statements.

C. Although live meetings are strongly preferred, in special circumstances Executive Committee action may be taken in telephone meetings. If urgent and necessary, a board may take an action without a meeting if the action is taken by all members of the board by written consent describing the action taken, which can be distributed and returned via e-mail or post, signed by 100% of the board members; this should occur rarely. The signed, written consents must be included in the nonprofit's minutes. If the



action warrants discussion, the discussion takes place in person, by phone via a conference call or other interactive audio-visual communications technology prior to the action being approved. Minutes shall be taken at such meetings, and the minutes shall be immediately sent to the full board via email. All Executive Committee action is to be ratified at the next board meeting.

D. Provide support and counsel to the Head of School.

VIII. Board and Policy

A. The Board is the sole authority in the establishment of school policy. The Board will continuously exert its position of authority over all duly established committees and/or sub-committees. The Board reserves the right to accept, revise, or reject recommendations of its committees and/or sub-committees.

B. The secretary of the Board will keep a separate record of the Board policies compiled from the minutes which will become a part of the Board of Directors Policy Manual.

C. No proposed policy can become effective until it is brought before the Board in either a regular or a special meeting with at least a quorum present.

D. Voting on policy statements shall only occur at the board meeting, in person or via Zoom or other electronic communications as needed.

IX. Line of Authority

A. The Head of School has a place of direct-line authority under the Board of Directors and an advisory capacity to the committees and/or sub-committees to which they are assigned or appointed.

B. The Board of Directors as a whole, when it is in session, is the power and authority seat of the school. Individual Board members do not have line authority, except as authorized by the Board as a whole.

X. Board Member Code of Ethics

Board members are individually expected to:

A. Be faithful in attendance at all Board meetings. If unable to attend he/she is responsible for notifying the Board Secretary, Chairman, or Head of School.

B. Prepare for each Board meeting by reviewing the agenda, minutes of past meetings and other materials provided.

C. Be willing to give of his/her time and talent with a joyous spirit and to faithfully pray for the school.

D. Direct appropriate inquiries and complaints regarding school matters to the Head of School.



- E. Commend the school personnel continuously.
- F. Refrain from inappropriate discussion of Board of Directors business with those outside the Board.
- G. Use discretion in deciding what school and Board matters may be shared with his spouse to cultivate and maintain an important partnership relationship with the spouse. Personnel and other sensitive issues should not be discussed outside of Board meetings.
- H. Place a high priority on attending WCA functions.
- I. Be a member or regularly attend a local church or fellowship.
- J. Refrain from reprimanding school personnel. Even when dealing with his/her own child's teacher, Board members must seek first to speak the truth in a kind manner to avoid intimidation.
- K. Make an annual gift to the school that is significant to them.

XI. Board Member Term Limits

All Board members' initial term expires 1 year after the date of their initial election to the Board. A Board member may succeed him/herself by majority consent of Board members for additional 2-year terms with a limit of 7 years of contiguous service.

XII. Removal of Board Members

A Board member may be removed for the following:

- A. In the event a Board member is unable to perform the duties of a Board member a written resignation may be submitted to the Board. The resignation is accepted on a simple majority vote of the Board members present.
- B. A Board member shall tender a resignation if he/she finds he/she can no longer actively support the school and its policies. The resignation is accepted on a simple majority vote of the Board members present.
- C. A Board member may be removed from the Board for conduct detrimental to the interest of the school: Lack of sympathy with the school's objectives, absent from three (3) consecutive regular Board meetings, or refusal to render reasonable assistance in carrying out the school's purpose, mission, philosophy or statement of faith.
- D. The Board must follow the Biblical principles of restoration and peacekeeping.
- E. A vote to remove a Board member must be at a closed session meeting with a quorum present and requires a two-thirds (2/3) vote.
- F. A Board member has the right to represent himself/herself at such a meeting.



XIII. Conflict of Interest

A. When any matter involving financial consideration comes before the Board for consideration and a Board member discovers he/she has a personal interest either directly or remotely related, the Board members(s) shall declare this interest to the Board.

B. Member(s) with personal interest in the matter of business being discussed shall refrain from participation in the discussion of the matter and from voting on the issue. Should a majority of the remaining Board members consider it to be the most ethical thing to do, the member(s) with the personal interest in the matter shall remove themselves from the meeting until the issue is concluded, unless their vote is required to reach a quorum.

C. Nothing in this policy shall deprive a duly elected Board member of the right to exercise his legal right to vote on any matter before the Board except in those instances in which he has some personal interest which could be construed to be in conflict with general school interest.

XIV. Board Meetings

A. Generally, regular meetings will be held monthly except in July and December.

B. Meetings may be scheduled in July and December at the discretion of the executive committee.

C. The Board will determine the week of the month and the day of the week that regular meetings will be held. The Board's choice of week and day will be announced in the WCA newsletter and all Board members will be notified of all meetings by phone call, mail or other electronic means.

D. All regular meetings shall be a closed meeting attended by appointed board members and the Head of School and any invited guests.

XV. Board Quorum

A quorum is one more than half of the members of the Board, a simple majority.

XVI. Voting Procedures

A. Voting shall be by voice vote, show of hands, or written/electronic ballot, as directed by the Board Chairman prior to each vote, or as determined by a majority vote of the Board.

B. The vote shall be recorded in the minutes by the Board Secretary, including the method of the vote (voice, hands, ballot), the total number of votes cast, the number of positive, negative, and abstaining votes.

C. All Board members present at a meeting should vote or officially abstain on every issue.



D. All Board members present at a meeting shall be eligible to vote. The Board Chairman shall have a vote on each motion. Motion must receive 51% affirmative vote of those present and voting. Abstaining votes do not count in determining the vote percentage.

E. Any Board member may call for a roll call vote on any issue.

F. No action may be voted on unless a quorum is present.

G. When a quorum is present, a simple majority vote of those present is required to enact or defeat any proposition, except a proposition to amend a standing Board policy, which shall require a two-thirds (2/3) majority.

H. Adjournment of each meeting shall be upon motion and a vote, except when the Board Chairman has asked the Board members, "Is there any further business?" and has received no reply, then the Board Chairman may declare the meeting adjourned.

I. If urgent and necessary, a board may take an action without a meeting if the action is taken by all members of the board by written consent describing the action taken, which can be distributed and returned via e-mail or post, signed by 100% of the board members; this should occur rarely. The signed, written consents must be included in the nonprofit's minutes. If the action warrants discussion, the discussion takes place in person, by phone via a conference call or other interactive audio-visual communications technology prior to the action being approved. A committee of the board, such as an Executive Committee, also may be authorized by the board in the articles of incorporation or bylaws to act in place of the board in emergencies with some exceptions.

J. The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

XVII. Minutes of Meetings

A. The Board Secretary shall take careful notes at all Board meetings. In the Secretary's absence, the Chairman shall appoint a substitute from among the Board members.

B. The minutes of a meeting shall be submitted at a subsequent meeting for approval and entry into the Board's official minutes.



C. The minutes shall contain official actions by the Board. They do not have to contain transcripts of discussions of motions.

D. The official minutes shall be the legal record of the Board's actions.

E. The official minutes of the Board shall be retained in the Head of School's office and shall be available for reasonable inspection during regular school office hours by Board members and any other people approved by the Board.

F. No person, unless directed by the Board, may photocopy the Board's minutes.

XVIII. Board-Head of School Relationship

A. The Board delegates to the Head of School the responsibility to implement all Board policies in the ministry of the school.

B. The Head of School does not have the power to make policy, but is expected to advise the Board on recommendation for policy revision or need for new policies.

C. The Head of School does not have the power to overrule established Board policies or directives, but he/she may suggest the making of exceptions to those policies.

D. The Head of School shall keep the Board informed about school operations.

E. The Board will evaluate the Head of School yearly using an agreed upon format.

XIX. HEAD OF SCHOOL

A. The Head of School is hired by the Board to manage and administer the school in line with the stated philosophy and goals. The Board by two-thirds majority vote, shall employ a Head of School.

B. Maintains high standards of personal, spiritual, and professional conduct.