

**BYLAWS  
OF  
THE OAKS EDUCATION  
ASSOCIATION**

Last Amended November 8, 2018

## ARTICLE I. NAME AND OFFICERS

1. Name. The name of this nonprofit corporation is OAKS EDUCATION ASSOCIATION (the “Corporation”).
2. Offices. The principal office of the Corporation shall be 2303 S. Bowdish, Bldg. 3, Spokane Washington 99206. The Corporation may also have offices at such other places as the Board of Directors of the Corporation (the “Board”) may from time to time appoint or the purpose of the Corporation may require.

## ARTICLE II. MEMBERS

The Corporation shall have no members.

## ARTICLE III. OBJECTIVES AND DOCTRINAL STATEMENTS

The purpose of the Corporation is to support parents by providing a classical and Biblically based education in a Christian environment through the operation of a school. To that end, the primary objective of the Corporation is to operate a school, which shall be named “The Oaks – A Classical Christian Academy” (“The Oaks”). The Oaks shall be owned by the Corporation, a nonprofit Washington corporation, and shall adhere to the objectives and statement of faith as set forth in this Article III.

Education at The Oaks is defined as inherently different than public education in philosophy and content. The Oaks attempts to operate as an extension of the family. At all its levels, programs and teachings, The Oaks seeks to:

1. Objectives.
  - a. Teach all subjects as parts of an integrated whole with the Scripture at the center (2 Timothy 3:16-17).
  - b. Provide a clear model of Biblical Christian life through its staff and Board (Matthew 22:37-40).
  - c. Encourage every child to begin and develop his relationship with God the Father through Jesus Christ (Matthew 28:18-20).
  - 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 attaining these goals.
2. Statement of Faith.
  - a. We believe the Bible to be the only inerrant, authoritative Word of God.
  - b. We believe that there is one God, eternally existent in three Persons: Father, Son and Holy Spirit.

- c. We believe in the deity of our Lord Jesus Christ, in His virgin birth, in His sinless life, in His miracles, in His vicarious 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.
  - d. We believe that, for the salvation of lost and sinful men, regeneration by the Holy Spirit is absolutely necessary.
  - e. We believe that salvation is by grace through faith alone.
  - f. We believe that faith without works is dead.
  - g. We believe in the present ministry of the Holy Spirit, by whose indwelling the Christian is enabled to live a godly life.
  - h. We believe in the resurrection of both the saved and the lost; they that are saved to the resurrection of life and they that are lost to the resurrection of damnation.
  - i. We believe in the spiritual unity of all believers in our Lord Jesus Christ.
3. Statement on Marriage and Human Sexuality.
- a. We believe that human beings are created in the image of God their Creator. Therefore we affirm that all humans, male or female, young or old, rich or poor, believer or unbeliever, single or married, identifying as straight, gay, or otherwise have inestimable value and must be treated with dignity and respect. [Genesis 1:27 Genesis 9:6 Psalm 8:3-5](#)
  - b. We believe that God wonderfully and immutably creates each person as male or female. These two distinct, complementary genders together reflect the image and nature of God. [Genesis 2:20-24 Matthew 19:3-8](#)
  - c. We believe that the term “marriage” has only one meaning: the uniting of one man and one woman in a single, exclusive union, as set forth in Scripture. We believe that God intends sexual intimacy to occur only in such a covenantal marriage relationship between a man and a woman. We believe that God has commanded that no intimate sexual activity be engaged in outside of a marriage between a man and a woman. [Exodus 20:14 Matthew 5:27-28 Galatians 5:19-21 Matthew 22:23-30 Leviticus 18:22](#)
  - d. We believe that any form of sexual immorality (including adultery, fornication, homosexual behavior, bisexual conduct, bestiality, incest, and use of pornography) is sinful and offensive to God. Similarly, we believe that rejection of one’s biological sex is a rejection of the image of God within that person. [1 Timothy 1:8-11 Romans 1:24-32 Hebrews 13:4 Revelation 2:19-22 Ephesians 5:1-17 Leviticus 18:22-23 1 Corinthians 6:9-20](#)
  - e. We believe that God offers redemption and restoration to all who confess and forsake their sin, seeking His mercy and forgiveness through Jesus Christ. [John 3:16-17 1 John 1:9 Acts 2:38-39](#)
  - f. We believe that every person must be afforded compassion, love, kindness, respect, and dignity. [Philippians 2:1-4 Romans 12:10 Genesis 1:27 Galatians 6:1](#)

- g. We believe that human sexuality is intended by God to include more than the contemporary cultural emphasis upon physical, sexual experience. Our sexuality is intended by God to reflect the whole of our sensual and relational createdness. We, therefore, renounce the equation of sexuality with genital sex alone and the false representation of sexuality found in pornography. We believe that such an emphasis results in the dehumanization of all people, especially women and children. [Genesis 5:2 Song of Solomon Matthew 5:27-28](#)
- h. We are committed to teaching Biblical truth about marriage and sexuality with conviction and grace. [Acts 20:27 Ephesians 4:11-15 2 Timothy 3:16-17](#)
- i. We expect our staff, students, and volunteers to live by such teaching on marriage and sexuality. [Romans 12:6-13 Psalm 111:10 Galatians 5:16-25](#)
- j. We differentiate attraction from behavior and recognize that faithful Christians may struggle with same-sex attraction. Members of the community who are committed to the school's teaching about marriage and sexuality and abide by its behavioral expectations will not be disciplined based solely on same-sex attraction. [Leviticus 18:22-30 Matthew 7:2 Romans 14:10 Romans 2:1-4](#)
- k. Additional Teaching Tools and References: [Jude 21-23 1 Peter 5:5-7 Romans 7:21-8:11](#)

It is mandatory that all members of the Board and staff of The Oaks subscribe to the above objectives and doctrinal statements biannually by written statement, if at any time hereafter a board member finds that they can no longer subscribe without reservation to this section they will immediately notify board president.

#### ARTICLE IV. BOARD OF DIRECTORS

1. Powers. The business and affairs of the Corporation shall be managed by the Headmaster at the direction of the Board. The Board in directing the Headmaster shall establish executive limitations and reporting requirements sufficient to ensure the success of the corporation.
2. Composition and Qualifications of the Board. Directors shall be selected for, among other reasons, their interest and ability to carry out the purposes of the Corporation. Directors must subscribe to the objectives and doctrinal statements described in Article III herein, either by written statement or by oral testimony before the Board. Every attempt will be made to secure Directors having a demonstrated commitment to the vision of the Board and key elements of Classical and Christian education as delineated by [The Lost Tools of Learning](#) (Sayers), [Repairing the Ruins](#) (Wilson, ed.), [The Seven Laws of Teaching](#) (Gregory), [Recovering the Lost Tools of Learning](#) (Wilson), and [The Case for Classical Christian Education](#) (Wilson). In all cases, the demonstrated Christian walk of the individual Board member including regular attendance and membership (if practiced) at a local evangelical church shall be a major consideration as to their suitability as Board members. Directors need not be residents of the State of Washington. Full-time staff members are excluded from serving on the Board. The Board may designate non-voting *ex-officio* members of Board by unanimous affirmative vote of the members of the Board then in office. Their term of service will be at the discretion of the Board.
3. Number. The Board shall consist of no less than three and no more than seven Directors. No more than three Directors may come from the same local church. The number of Directors may be increased or decreased from time to time by amendment to or in manner provided by these

Bylaws. No decrease however, shall have the effect of shortening the term of any Director unless such Director resigns or is removed in accordance with the provisions of these Bylaws.

4. Tenure. Each Director shall hold office for three years (ending June 30 of the third year) or until a successor is elected. Directors whose terms have expired shall be re-appointed or replaced (whichever the case may be) by a majority affirmative vote of the remaining members of the entire Board. The re-appointment or replacement shall occur at the first regular meeting in June of the year in which the Director's term shall expire, or at such other time as deemed necessary by the Board. The new (re-appointed or replaced) Director's term shall commence on July 1. To the extent practicable, a Director shall give written notice to the Board no later than March 1 of the year in which the Director's term shall expire advising the Board as to whether or not such Director intends to seek re-appointment to the Board. The Board may, in its discretion, grant any member of the Board a one year sabbatical leave from the Board.
5. Election. Director positions will be filled with a unanimous affirmative vote of the Director's then in office.
6. Resignation or Removal of Directors. Any Director may resign at any time by delivering written notice to the members of the Board, or by giving oral notice at any meeting of the Board. Any Director may be removed from office at any time upon unanimous affirmative vote of Directors, excluding the Director subject to said removal, then in office at any regular or special meeting of the Board. Four consecutive absences from regular Board meetings or not meeting the requirements from section 2 of this Article shall be grounds for removal from the Board. Notice of the proposed removal of any Director must be given to such Director prior to the date of the meeting at which such removal is to be voted upon.
7. Vacancies. Vacancy occurring in a Director position by reason of death, resignation, or removal shall be filled by the unanimous affirmative vote of the remaining members of the Board. Such appointee shall serve the unexpired term of the Elected Director whose position has been vacant.
8. Current Members of the Board. As of the date of this amendment, the Directors are Travis Harken, Arik Tedrow, Merrill Miller, and Shawn Van Horn. Ex-officio member is Charlie Dowers.
9. Regular Meetings. Regular meetings of the Board shall be held on the second Thursday of each month at 5:30AM at the principal office of the Corporation, or at such other time and/or place as may be determined by the Board.
10. Special Meetings. Special meetings of the Board may be called by the President or at the request of no less than three members of the Board. Written notice of special meetings of the Board stating the date, time and place thereof shall be delivered personally or by e-mail, or by mail at least seven days prior to the date set for such meeting by the person or persons authorized to call such meeting or the Secretary at the direction of the person or persons authorized to call such meeting. If no place for such meeting is designated in the notice thereof, the meeting shall be held at the principal office of the Corporation.
11. Participation by Conference Telephone. Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

12. Waiver of Notice. Whenever any notice is required to be given to any Director of the Corporation pursuant to applicable law, a waiver thereof in writing signed by the Director, entitled to notice, shall be deemed equivalent to the giving of notice. Any Director may waive notice of any meeting at any time. The attendance of a Director at a meeting shall constitute a waiver of notice of the meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened.
13. Quorum. At all meetings of the Board, a majority of the Directors excluding any *ex-officio* members shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by statute or by these Bylaws. If, at any meeting, there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to an absent Director.
14. Voting. Each member of the Board excluding any *ex-officio* members as delineated in section 2 of this article, shall possess one vote in matters coming before the Board. All voting at meetings of the Board shall be by each member, in person, orally if by teleconference, or by written proxy.

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 and debate, does not constitute formal Board action.
15. Action Without Meeting. Any action which may be taken at a meeting of the Board may be taken without a meeting if a consent, in writing, setting forth the action so taken, is signed by all the members of the Board entitled to vote thereon. Such consent shall have the same force and effect as a unanimous vote and may be stated as such in any Articles or document filed with the Secretary of State.

## ARTICLE V. OFFICERS

1. Number. The Officers of the Corporation shall be the President, Vice-President and Secretary. Such other Officers and assistant Officers, as may be deemed necessary or appropriate, may be appointed by the Board.
2. Election, Term of Office, and Qualifications. The Officers shall be elected annually by two-thirds (2/3) affirmative vote of the members of the Board then in office at the first regular meeting of the Board in July ("First Regular Meeting"), or at such other time as determined by the Board. Only members of the Board shall be eligible to serve as Officers. Persons elected to office, whether at the First Regular Meeting or at any other time, or to fill any vacancies, shall hold office until the earlier of their term expires or their respective successor is elected.
3. Vacancies. In case any office of the Corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, a two-thirds (2/3) affirmative vote of the Board then in office may elect an Officer to fill such vacancy, and the Officer so elected shall hold office and serve until the First Regular Meeting of the Board next succeeding and until the election and qualification of his successor.
4. President. The President of the Corporation shall supervise all activities of the Corporation; execute all deeds, bonds, contracts, and other obligations, on behalf of the Corporation, with the Secretary, in the name of the Corporation; preside at all meetings of the Board; and perform such

other duties usually inherent in such office, except that such duties may be delegated as the President of the Corporation sees fit to so delegate.

5. Vice-President. The Vice-President of the Corporation shall act for the President in his absence and perform such other acts and duties as the President may from time to time direct.
6. Secretary. The Secretary of the Corporation shall have the duty to keep all records of the Board and of the Corporation, and to perform such other acts as the President may direct; shall sign, in the name of the Corporation, with the President, (or in the President's absence, with the Vice-President), all deeds, bonds, contracts and other obligations on behalf of the Corporation; shall attend and keep the minutes of all the meetings of the Board; and shall keep a record containing the names of all persons who are Directors of the Corporation, showing their places of residence, and such books shall be opened for inspection as prescribed by law.
7. Removal. Any Officer may be removed from office by two-thirds (2/3) affirmative vote of the Board then in office (excluding the Officer to be removed) at any regular or special meeting called for that purpose.

## ARTICLE VI. FISCAL RESPONSIBILITY

1. General Policy. The Board is responsible to ensure the fiscal soundness of the corporation.

## ARTICLE VII. AGENTS AND REPRESENTATIVES

The Board may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board may see fit, by a two-thirds (2/3) affirmative vote of the Board then in office, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law. Such agents or representatives duties shall be outlined in policy and/or their employment contract.

## ARTICLE VIII. CONTRACTS

The Board, except as in the Articles of Incorporation and these Bylaws otherwise provided, may authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation, and such authority may be general or confined to the specific instance; and unless so authorized by the Board, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

## ARTICLE IX. COMMITTEES

1. Advisory Committee. The Board may appoint from their number, or from such other persons as the Board may see fit, one or more Advisory Committee and, at any time, may appoint additional members thereto. Such Advisory Committees shall advise with, and aid, the Officers of the Corporation in all matters designated by the Board. Each such Committee may, subject to the approval of the Board, prescribe rules and regulations for the call and conduct of the meetings of the committee and other matters relating to its procedure.

The members of any Advisory Committee shall not receive any stated salary for their services as such, but, by resolution of the Board, a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of such Committee. The Board shall have power in its discretion to contract for and to pay to any member of any Advisory Committee special compensation appropriate to the value of such services.

## ARTICLE X. FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of September and end on the thirty-first day of August of each year.

## ARTICLE XI. PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No Director, Officer, or employee of, or member of, a Committee of or person connected with this Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operation of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effect in any of its purposes as shall be fixed by the Board; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All Directors of the Corporation shall be deemed to have expressly consented and agreed that, upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation then remaining, after all debts have been satisfied, shall be distributed, transferred, conveyed, delivered, and paid over in such amounts as the Board may determine, or as may be determined by a court of competent jurisdiction upon allocation of the Board, exclusively to charitable, religious, scientific, literary, or educational organizations and in accordance with the Articles of Incorporation.

## ARTICLE XII. INVESTMENTS

Except as is otherwise provided in the Articles of Incorporation, the Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board, without being restricted to the class of investments which a Trustee is or may hereafter be permitted by law to make, or any similar restriction.

## ARTICLE XIII. INDEMNIFICATION

1. Grant of Indemnification. Subject to the limitations contained in Section 2 of this Article XIII, each person who was or is made a party or is threatened to be made a party to or is involved (including, without limitation, as a witness) in any threatened, pending, or completed action, suit or proceeding, whether formal or informal, civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was a Director of the Corporation or who, while a Director of the Corporation, is or was serving at the request of the Corporation as a Director, Officer, employee or agent of this or another Corporation or of a partnership, joint venture, trust other enterprise, or employee benefit plan, whether the basis of such proceeding is alleged action in an official capacity as a Director or in any other capacity while serving as a Director, Officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by applicable law, as then in effect, against all expense, liability and loss (including attorneys' fees, costs, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a Director and shall inure to the benefit of his or her heirs, executors and administrators.

2. Limitations on Indemnification. Notwithstanding Section 1 in this Article XIII, no indemnification shall be provided hereunder to any such person to the extent that such indemnification would be prohibited by the Washington Business Corporation Act or other applicable law as then in effect, nor, except as provided in Section 4 of this Article XIII with respect to proceedings seeking to enforce rights to indemnification, shall the Corporation indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person except where such proceeding (or part thereof) was authorized by the Board.
3. Advancement of Expenses. The right to indemnification conferred in this section shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition, except where the Board shall have adopted a resolution expressly disapproving such advancement of expenses.
4. Right to Enforce Indemnification. If a claim under Section 1 of this Article XIII is not paid in full by the Corporation within 60 days after a written claim has been received by the Corporation, or if a claim for expenses incurred in defending a proceeding in advance of its final disposition authorized under Section 3 of this Article XIII is not paid within 20 days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification hereunder upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the claimant is so entitled. It shall be a defense to any such action (other than an action with respect to expenses authorized under Section 3 of this Article XIII) that the claimant has not met the standards of conduct which make it permissible hereunder or under the Washington Business Corporation Act for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board, independent legal counsel or its shareholders) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth herein or in the Washington business Corporation Act (except as provided in Section 3 of this Article XIII) an actual determination by the Corporation (including its Board, independent legal counsel or its shareholders) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.
5. Nonexclusivity. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this section shall be valid to the extent consistent with Washington law.
6. Indemnification of Officers, Employees and Agents. The Corporation may, by action of its Board from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to Officers, employees and agents of the Corporation on the same terms and with the same scope and effect as the provisions of this section with respect to the indemnification and advancement of expenses of Directors and Officers of the Corporation or pursuant of rights

granted pursuant to, or provided by, the Washington Business Corporation Act or on such other terms as the Board may deem proper.

7. Insurance and Other Security. The Corporation shall maintain insurance, at its expense, to protect itself and any individual who is or was a Director, Officer, employee or agent of the Corporation or another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against or incurred by the individual in that capacity or arising from his or her status as an Officer, Director, agent, or employee, whether or not the Corporation would have the power to indemnify such person against the same liability under the Washington Business Corporation Act. The Corporation may enter into contracts with any Director or Officer of the Corporation in furtherance of the provisions of this section and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this section.
8. Amendment or Modification. This section may be altered or amended at any time as provided in these Bylaws, but no such amendment shall have the effect of diminishing the rights of any person who is or was an Officer or Director as to any acts or omissions taken or omitted to be taken prior to the effective date of such amendment.
9. Effect of Section. The rights conferred by this section shall be deemed to be contract rights between the Corporation and each person who is or was a Director or Officer. The Corporation expressly intends each such person to rely on the rights conferred hereby in performing his or her respective duties on behalf of the Corporation.

#### ARTICLE XIV. AMENDMENTS

These Bylaws may be altered, amended or repealed, and new bylaws may be adopted by a two-thirds (2/3) affirmative vote of the Board then in office at any regular or special meeting of the Board. Amendments so adopted shall take effect immediately.

#### ARTICLE XV. EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no Director, Officer, employee or representative of this Corporation shall take any action or carry on any activity, by or on behalf of the Corporation, not permitted to be taken or carried on, without penalty, by an organization exempt from taxation, or by an organization whose contributions are deductible under federal income tax laws as they now exist, or as they should hereafter be amended.

#### ARTICLE XVI. RULES AT MEETINGS

Roberts Revised Rules of Order shall govern all meetings of the Corporation, unless in conflict with the laws of the State of Washington, or the Articles of Incorporation, Bylaws of this Corporation, or resolution of the Board, or unless waived by the unanimous consent of the Board. Minutes of all regular Board meetings will be maintained in a permanent binder in the corporate offices.