

CONSTITUTION AND BYLAWS

Cair Paravel Latin School



March 27, 2017

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3/27/2017

AUTHENTICATION OF BYLAWS

This is to certify that we, the Board of Directors for Cair Paravel Latin School have examined and compared this 2017 revision of the Constitution and Bylaws and do hereby certify that this publication contains all provisions of the Constitution and all the bylaws for Cair Paravel Latin School approved for printing by the Board of Directors and otherwise complies with the Constitution and Articles of Incorporation of Cair Paravel Latin School.

Done at Topeka, Kansas, this 27th day of March, 2017.

John Helms,
Board President

Chris Swickard,
Board Secretary

CONSTITUTION

Preamble

This Christian School is dedicated to our Lord and Savior Jesus Christ in Whom we live and move and have our being.

Since the scripture teaches that the fear of the Lord is the beginning of wisdom and that He alone is the source of all truth, true education must be "Christian." Therefore, students must always be viewed as growing disciples of Jesus Christ: growing in their love for God and in their knowledge of Him, His creation and His work in human history. And, as the Bible also teaches (Psalm 78), a Christian education must give these growing disciples the riches of their Christian cultural heritage; a heritage lost to our post-Christian, secular civilization.

God has placed the responsibility for children's education upon their parents. To assist in the fulfillment of that mandate, the ministry and services of this School are offered to parents who find the principles set forth herein to be an extension of the hopes and aspirations they have for their own children.

CONSTITUTION

NAME

The name of this Christian School shall be

Cair Paravel Latin School

PURPOSE

The purpose of this Christian School shall be:

1. To help young men and women realize their unique potential as children of God,
2. To provide an educational program which is God centered, in that the existence of God, His relationship with man, His creative and redemptive work, His unchanging attributes and the truth of His written word pervade all facets of the curriculum,
3. To teach the preeminence of Christ Jesus, and the authority and content of the scripture, and those tenants of the Christian faith common to believers as set forth in the Statement of Faith herein,
4. To provide a liberal education which inspires love of learning, provides the tools for learning and teaches the best of all that has been done or thought in Mathematics, History, Theology, Science, Art, Music, Rhetoric, Philosophy, Languages, Athletics, and Literature,
5. To provide an education which challenges all students to the limits of their ability, is patient and gracious with slower learners and encourages mutual support, unity and recognition of the diversities of gifts given to each,
6. To develop and nurture, by the work of the Holy Spirit, Christian character and such moral virtues as honesty, faithfulness, self-control, humility, meekness, courage, prudence, wisdom, justice, temperance, kindness, charity, patience, graciousness, loyalty, gentleness, joy, hopefulness and tact,
7. To integrate training of the mind, will, affection, body and spirit with principles and skills of cooperation and teamwork to produce godly leaders,
8. To provide an opportunity to hear, understand and respond to the message of the Gospel and to create an environment where young Christians will receive the spiritual nourishment to grow and bear the fruit of a righteous life in service to God,
9. To teach those skills which will enable students to live productively in our rapidly changing technological culture, that they may recognize the dangers and risks, as well as the benefits of technology, which must be seen as a servant and not a god,
10. To encourage the worship of God through chapels, convocations, programs, daily prayer and singing and other appropriate means,
11. To provide Christian educational opportunity for individuals not otherwise possessing the economic means,

12. To develop a quality Christian education curriculum which could be available for duplication for the benefit of other Christian schools, to assist and encourage them to strive for excellence,

13. To develop educational strategies which actively incorporate parents into the day-by-day process of educating their children, including for those who desire it, the actual teaching of academic disciplines within the home with the assistance of the School and its resources,

14. To inspire Christians to once again assume their Biblical mandates to subdue the earth, raise children in the nurture and admonition of the Lord, grow in grace, and make disciples of all nations.

STATEMENT OF FAITH

As a Christian School, the following statement of faith expresses the basics of our beliefs:

1. We believe the Bible to be the only fully inspired, infallible, inerrant, and authoritative written Word of God. (II Timothy 3:16; II Peter 1:21.)

2. We believe that there is one God, eternally existent in three persons: Father, Son, and Holy Spirit. (Genesis 1:1; John 10:30, 37, 38.)

3. We believe in the full deity and full humanity of the Lord Jesus Christ, in His virgin birth, in His sinless life, in His miracles, in His vicarious, substitutionary atonement 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. (Isaiah 7:14; Matthew 1:23; Luke 1:35; Hebrews 4:15, 7:25, 9:12; John 2:11, 11:25; Colossians 1:14; Acts 1:11; Revelations 19:11 & 16.)

4. We believe that the human race is fallen in Adam and that the salvation of lost and sinful man depends upon the substitutionary death of Jesus Christ and is made effectual by faith alone. Salvation is evidenced by repentance toward God, faith in Christ, and a growing desire to honor God by obeying His commandments. (Romans 3:19 and 23; John 3:16 & 19; Ephesians 2:8 & 19; Titus 3:5 & 6; John 4:24.)

5. We believe in the present ministry of the Holy Spirit, by whose indwelling and filling the Christian is enabled to live a godly life. (Ephesians 5:18, 4:30; I Corinthians 3:16, 6:19 & 20.)

6. We believe in the resurrection of both the saved and the lost; they who are saved unto the resurrection of life and they who are lost unto the resurrection of damnation. (John 5:28 & 29.)

7. We believe in the spiritual unity of believers in our Lord Jesus Christ. We believe that all disciples are called to attend, worship and serve Him in a local congregation or fellowship that is part of His Body, the Church. (Romans 8:9; I Corinthians 12:12 & 13; Galatians 3:26 & 28.)

8. We believe that man was created in the image of God and that, from the moment of conception, each bears His image. (Genesis 1:26 & 28, 5:1 & 2.)

Statement on Marriage, Gender and Sexuality

The following is the School's Statement on Marriage, Gender and Sexuality and forms a part of the School's Statement of Faith.

9. 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 1:26-27.)
10. We believe that the term "marriage" has only one meaning: the uniting of one man and one woman in a single, exclusive union, as delineated in Scripture. (Genesis 2:18-25.) We believe that God intends sexual intimacy to occur only between a man and a woman who are married to each other. (1 Corinthians 6:18; 7:2-5; Hebrews 13:4.) We believe that God has commanded that no intimate sexual activity be engaged in outside of a marriage between a man and a woman.
11. We believe that any form of sexual immorality (including, without limitation, adultery, fornication, homosexual behavior, bisexual conduct, bestiality, incest and use of pornography) is sinful and offensive to God. (Matthew 15:18-20.)
12. We believe that in order to preserve the function and integrity of the School and to provide a biblical role model to the families of the School and the community, it is imperative that all persons employed by the School in any capacity, or who serve as volunteers, agree to and abide by this Statement of Faith, including this Statement on Marriage, Gender and Sexuality. (Matthew 5:26; Philippians 2:14-16; 1 Thessalonians 5:22.)
13. We believe that God offers redemption and restoration to all who confess and forsake their sin, seeking His mercy and forgiveness through Jesus Christ. (Acts 3:19-21; Romans 10:9-10; I Corinthians 6:9-11.)
14. We believe that every person must be afforded compassion, love, kindness, respect, and dignity. (Mark 12:28-31; Luke 6:31.) Hateful and harassing behavior or attitudes directed toward any individual are to be repudiated and are not in accord with Scripture nor the doctrines of the School.

GOVERNING PRINCIPLES

1. Specific philosophies of Christian education will be adopted by the Board for each curriculum area.
2. Specific administrative and academic policies will be adopted by the Board, which conform to the purpose statements herein.
3. The emphasis in teaching Scriptural truth shall be on those general principles as expressed in the Statement of Faith herein. The richness of denominational backgrounds shall be appreciated, parental teaching will be supported, and differences of belief among the families of the school will be dealt with openly and fairly. Teachers will not initiate discussion regarding

such differences. When such subjects are discussed, the teacher will notify the parents of such student.

4. Curriculum objectives to accomplish the purpose statements herein will be adopted by the Board. The curriculum will be approached in an integrated fashion, as parts of a seamless body of knowledge with God as the source.

5. Curriculum materials will be approved by the Board and will be carefully selected to offer students the best that is available in line with the purpose statements and Statement of Faith.

6. Preference shall be shown curriculum materials that have stood the test of time, avoiding methods and materials that are faddish, shallow or contrived.

7. The Board of Directors of the School shall retain the authority and responsibility to make the determination of a teacher's competence to teach. This authority may not be delegated to any third party, including the State. The Board shall be authorized to set such standards as it believes to be in the best interests of the students.

8. Teachers will be selected on the basis of training and maturity in their Christian lives. They will be individuals whose lives make them worthy of imitation and hence appropriate role models for young students. A desire to disciple young people and an ability to inculcate the joy of learning in a loving yet firm atmosphere will be necessities. Continued adherence to the Statement of Faith and a godly lifestyle will be ongoing requirements.

9. Teachers will conduct classes in a disciplined and orderly fashion. Students unable or unwilling to respond to a teacher's discipline represent an injustice to the teacher and to other students. Adherence to scriptural principles of respect for authority and the Golden Rule, "Love thy neighbor as thyself," are to be paramount in the classroom.

Parents are ultimately responsible to insure that their children adhere to these principles.

10. Admission policies and procedures shall be set by the Board of Directors with special emphasis being placed on parental commitment to the purposes and goals of the School.

11. Special efforts should be made to encourage commitment of time, treasure and talent in the School and its ministries on the part of the Board of Directors, parents, teachers and staff.

MEMBERS

The members of this corporation shall be the persons serving as the Board of Directors.

BOARD OF DIRECTORS

The Board of Directors will consist of men and women who profess a personal relationship with Christ, who affirm the Statement of Faith and who feel called by God to serve as Directors and who are deeply conscious of their responsibility before God.

All school children of Directors shall attend the School. Exceptions to this may be allowed by a majority vote of all Directors.

Suggestions and evaluation from parents, other interested parties, and students, will be actively sought and wholeheartedly encouraged, but final decisions and the burden of them will rest entirely with the Board.

Board terms, methods of election and meetings shall be governed by the Bylaws.

Duties of the Board of Directors

1. To elect its own officers and committees, to arrange for its meetings and programs, and to govern itself in accordance with this CONSTITUTION AND BYLAWS.
2. To conduct and manage the programs and business of the School.
3. To acquire, purchase, secure and own grounds, building, equipment and any and all other property, real, personal, or mixed that may be donated, bequeathed or in any manner conveyed to or acquired by the corporation subject to the limitations of the law; also, to sell bonds, issue annuities, convey, mortgage and lease real estate or other property owned and held by the School for the maintenance and perpetuation of its work.
4. To determine the various school policies in accordance with this Constitution and the Bylaws.
5. To select and employ administration and faculty qualified to carry out the educational program and policies of the School, to employ such other personnel as may be needed, and to discharge employees when necessary.
6. To determine how the funds of the School shall be distributed to best further its purposes.
7. To promote Christian education in the community by public meetings, literature, advertisements, and other suitable means; and to promote Christian education generally throughout the state.
8. To carry on any other activities the Board may deem wise and necessary within the purpose of the School.

OFFICERS

The Board of Directors shall elect officers of the corporation, which shall include a chairman and/or president, a secretary, and a treasurer. Other officers may be provided in the discretion of the Board of Directors.

Duties, terms of office, election, removal and other matters regarding officers shall be governed by the Bylaws.

FINANCES

1. This School depends completely on God's grace and provision in all things, including the finances to accomplish the purposes herein.
2. The primary source of funds for the operation of the School shall be from the payment of tuition; but contributions from interested people or groups are welcome.
3. In the event that the requirements of the budget are not met by tuition receipts, the Board shall take the matter to God in prayer. The Board shall not resort to public fundraising campaigns except with clear direction from God.

4. A regular financial report shall be made available by the Board to all interested persons.

5. All financial dealings will be conducted with Biblical standards of honesty and openness that the School might never bring shame to the name of our Lord Jesus Christ.

DISSOLUTION

In the case of dissolution of the School, the real and personal properties of the School shall be donated, after the satisfaction of all outstanding indebtedness, to such educational, religious, benevolent, and/or charitable causes as the Board may determine.

AMENDMENT OF CONSTITUTION

This Constitution may be amended by a four-fifths (4/5) vote of all those present and voting members of the Board at a meeting called for that purpose, where a quorum of the members are present, provided written notice of the time and place of such meeting and a written copy of the proposed amendment shall have been given to all Board members ten (10) days prior to the time of such meeting.

BYLAWS

CAIR PARAVEL LATIN SCHOOL

Article 1 Offices

Section 1. Principal Office.

The principal office for the transaction of the business of the corporation is hereby located at 635 Clay Avenue, Topeka, KS.

Section 2. Registered Office.

The corporation, by resolution of its Board of Directors, may change the location of its registered office as designated in the Articles of Incorporation to any other place in Kansas. By like resolution the resident agent at such registered office may be changed to any other person. Upon adoption of such a resolution, a certificate certifying the change shall be executed, acknowledged and filed with the Secretary of State, and a certified copy thereof shall be recorded in the office of the Register of Deeds for the county in which the new registered office is located (and in the old county, if such registered office is moved from one county to another.)

Section 3. Other Offices.

Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the corporation is qualified to do business.

Article II Membership

Section 1. Membership.

Membership is restricted to the Board of Directors of the School. Therefore, membership, resignations, and dismissals shall be handled under Article III. All members are voting members unless otherwise specified in the Articles of Incorporation.

Article III Directors

Section 1. Powers.

Subject to limitations of the Articles of Incorporation, of the Constitution, of the Bylaws, and of the Kansas Corporation Code as to actions which shall be authorized or approved by the members, and subject to the duties of directors as prescribed by the Constitution and the Bylaws, all corporate powers shall be exercised by or under the authority of, and the conduct and affairs of the corporation shall be controlled by, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers, to-wit:

First -To alter, amend or repeal the Articles of Incorporation, the Constitution and the Bylaws of the corporation.

Second -To select and remove all the other officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, or with the Articles of Incorporation, the Constitution or the Bylaws, fix their compensation, and require from them security for faithful service.

Third -To conduct, manage, and control the affairs and conduct of the corporation, and to make such rules and regulations therefore not inconsistent with the law, or with the Articles of Incorporation, the Constitution or the Bylaws, as they may deem best.

Fourth -To change the principal office and registered office for the transaction of the conduct of the corporation from one location to another as provided in Article I hereof: to fix and locate from time to time one or more subsidiary offices of the corporation within or without the State of Kansas, as provided in Article I, Section 3 hereof; to designate any place within or without the State of Kansas for the holding of any members' meeting or meetings except annual meetings; to adopt, make and use a corporate seal, to prescribe the forms of certificates of membership, and to alter the forms of such seal and of such certificates from time to time, as in their judgment they may deem best, provided such seal and such certificate shall at all times comply with the provisions of law.

Fifth -To borrow money and incur indebtedness for purposes of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefore.

Sixth -To establish an executive committee with such powers and authority as may be delegated by the Board of Directors.

Section 2. Number and Qualification of Directors.

(a)(1) The authorized number of directors of the corporation shall be no fewer than seven (7) and no more than nine (9).

(2) The Board's membership shall be composed so that directors represent at least three (3) different churches. Exceptions to this policy may be allowed by a majority vote.

(b)(1) Directors shall profess a personal relationship with Christ, live godly lifestyles, affirm the Statement of Faith set forth in the Constitution, feel called by God to serve as directors, be deeply conscious of their responsibility before God, and be committed to the principles of classical Christian education.

Directors shall be individuals whose lives make them worthy of imitation and hence appropriate role models for students. Directors shall demonstrate that they possess the

spiritual gifts, the heart, the abilities, the character, and the life experiences that make them suitable for service as a member of the Board of Directors.

(2) Directors shall adhere to these qualifications throughout their tenure on the Board.

(3) All school children of directors shall attend the School. Exceptions to this policy may be allowed by a majority vote.

(c) Full-time employees of the School shall not serve as directors. Part-time employees and spouses of full-time employees may serve as directors but shall abstain from voting on all issues that may raise an appearance of impropriety or conflict of interest. (Amended: September 21, 2004; April 24, 2007; January 22, 2008.)

Section 3. Election and Term of Office.

(a) Each director shall serve on the Board for a term of three (3) years unless such service is terminated by resignation, death, or removal. Upon Board approval, a director may take a leave of absence of up to one year without forfeiting his seat or altering his term. A director may be renominated to serve a second consecutive term. After serving a second consecutive full three-year term on the Board, the director shall step down from service for at least one full year before again being eligible for election to the Board. Terms of service on the Board shall be staggered so that no more than three directors will complete their term of service in any given year.

(b) Nomination and renomination of Board candidates shall be made by a Nominating Committee composed of not more than three (3) currently serving Board directors and not less than three (3) non-Board parents of students currently enrolled in the school. The Nominating Committee shall notify faculty, staff, and families of enrolled students that Board positions are open and that the committee will solicit and accept nominee applications. The Nominating Committee shall make every effort to solicit qualified applicants who have different church affiliations, ages of children, personalities, and skills (Amended January 27, 2010).

(c) The Nominating Committee shall review the nominee applications and interview eligible Board candidates to determine interest, qualifications, and suitability for Board

membership. By the regular March board meeting, the Nominating Committee shall submit to the Board a formal report that includes the names of all qualified applicants with a recommendation of the nominee(s) for the open position(s). All candidates shall meet the qualifications for Board members established in these Bylaws. No later than the May annual meeting, the Board by a majority vote shall elect directors, if any at all, from the names the Nominating Committee submits. Nominations from the floor shall not be permitted. (Amended: September 21, 2004; October 26, 2004; April 24, 2007; January 22, 2008.)

Section 4. Vacancies.

(a) A vacancy on the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any director, or if any director shall refuse to serve.

(b) Any vacancy on the Board of Directors may be filled by a majority vote of the remaining directors. A director appointed under this provision shall serve only for the unexpired term in question. (Amended: September 21, 2004.)

Section 5. Removal.

A director may be removed from the Board at any time for failure to be a Christian role model, for excessive absence from regular and special meetings of the Board, or whenever the removal would be in the best interest of the School. Removal shall require a two-thirds (2/3) vote of the remaining directors. (Amended: September 21, 2004.)

Section 6. Fees and Compensation.

Directors shall not receive any stated salary for their services as directors but, by resolution of the Board, payment for reasonable out-of-pocket expenses incurred for the benefit of the corporation may be allowed to one or more of the directors. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefore.

Article IV Officers

Section 1. Officers.

The officers of the corporation shall be a chairman, a president, a secretary, and a treasurer. The corporation may also have, at the discretion of the Board of Directors, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article IV. Any number of offices may be held by the same person.

Section 2. Election.

The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article IV shall be chosen annually by the Board of Directors at the May annual meeting and each shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified. (Amended: May 15, 2001.)

Section 3. Subordinate Officers.

The Board of Directors may appoint such other officers as the conduct of the corporation may require, each of whom shall have authority and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time specify, and shall hold office until he shall resign or shall be removed or otherwise disqualified to serve.

Section 4. Compensation of Officers.

Officers and other employees of the corporation shall receive such salaries or other compensation as shall be determined by resolution of the Board of Directors, adopted in advance or after the rendering of the services, or by employment contracts entered into by the Board of

Directors. The power to establish salaries of officers, other than the President or Chairman of the Board, may be delegated to the President, Chairman of the Board, or a committee.

Section 5. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to such office.

Section 6. Removal and Resignation.

At a regular or special meeting of the Board, a majority of the directors currently serving on the Board may remove a director holding an office from that office, either with or without cause. (Amended: February 15, 2005.)

Section 7. Chairman of the Board.

The Chairman of the Board, if there be such an officer, shall, if present, preside at the meetings of the Board of Directors, and exercise and perform such other powers and duties as may be from time to time assigned to him by the Board of Directors or prescribed by these Bylaws.

Section 8. President.

Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chairman of the Board, if there be such an officer, the President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the conduct and officers of the corporation. He shall preside at all meetings of the members and, in the absence of the Chairman of the Board, at all meetings of the Board of Directors. He shall be *ex officio* a member of all the standing committees including the executive committee, if any, and shall have the general powers and

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duties of management usually vested in the office of president of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors of these By-laws.

Section 9. Vice-President.

In the absence or disability of the President, the Vice-President or Vice-Presidents, if there be such an officer or officers, in order of their rank as fixed by the Board of Directors, or if not ranked, the Vice-President designated by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon the President. The Vice-Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively, by the Board of Directors or by these Bylaws.

Section 10. Secretary.

The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of directors and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at directors' meetings, the members present or represented at members' meetings and the proceedings thereof.

The Secretary shall keep, or cause to be kept, at the principal office a membership list, showing the names of the members and their addresses.

The Secretary shall give, or cause to be given, notice of all the meeting of the members and of the Board of Directors required by these Bylaws or by law to be given, and shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

The Secretary shall be the custodian of the corporation's Constitution, Articles of Incorporation, Bylaws, letter of recognition of tax-exempt status from the I.R.S. and all other corporate records.

Section 11. Treasurer.

The Treasurer shall keep and maintain or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and shares. The books of account shall at all reasonable times be open to inspection by any director.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as maybe designated by the Board of Directors. He shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and directors, whenever they request it, an account of all of his transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

The Treasurer shall insure that all reports to governmental agencies and other entities are filed when due.

Article V

Committees of the Board

Section 1. Committee Designation.

To carry out the activities and purposes of the Board as set forth in the Constitution, the Board shall designate standing committees and may designate ad hoc committees. The membership of these committees shall include parents of school students, and may include Board members and others as appointed by the Board. (Adopted: December 9, 2003.)

Section 2. Committee Structure.

The Board, through written continuing resolutions, shall establish the purpose, membership, function, and structure of standing and ad hoc committees and the duration of any ad hoc committee. (Adopted: December 9, 2003.)

Section 3. Standing Committees.

The standing committees of the Board of Directors shall include, but are not limited to: Development, Marketing, Facilities Planning and Management, Curriculum, Finance, and Bylaws. (Adopted: December 9, 2003.)

Article VI Meetings

Section 1. Regular Meetings.

The Board of Directors shall meet regularly, generally once a month, at a designated time and place. All regular Board meetings shall be conducted from a written agenda. At least two school days before the scheduled meeting date, the agenda shall be posted outside the administrative offices and published to faculty, staff, and families of enrolled students. (Amended: December 14, 2004.)

Section 2. Open Meetings/Forum.

Except as otherwise provided in these Bylaws, all Board meetings shall be open to faculty, staff, and families of enrolled students and shall include a designated open forum session during which any interested person may address the Board of Directors. The President of the Board of Directors, or the Board of Directors following a vote of a majority of the directors present, may at any time grant the privilege of the floor to an observer to address the topic under discussion. (Adopted: December 14, 2004.)

Section 3. Executive Session.

Following a motion and an affirmative vote of a majority of the directors present, the Board of Directors may recess a portion of any meeting to an Executive Session to address personnel, disciplinary, legal, or other matters that may implicate a privacy interest of the person under discussion. The motion to recess into Executive Session shall state the nature of the matter that qualifies it for discussion in Executive Session. The Board shall reconvene the open meeting after an Executive Session. When the Board reconvenes, any decision made that required an official Board vote shall be stated officially in the minutes of the open meeting, disclosing only the nature of the matter generally. (Amended: December 14, 2004.)

Section 4. All-School Meeting.

The Board of Directors shall convene annually a meeting for the entire constituency of Cair Paravel Latin School. The meeting should include, but is not limited to, financial reports, scholarship funding, enrollment figures, standardized test results, and an annual school evaluation (“state of the school”). (Amended: December 14, 2004, January 27, 2010.)

Section 5. Special Meetings.

A Special Meeting of the Board of Directors may be called by the President of the Board or, in the President’s absence, by the secretary or another officer or a majority of the Board of Directors. A Special Meeting may be conducted only when the nature of the business item to be discussed warrants such measure. The call for each Special Meeting shall specify the purpose for which it is to be held and no other business shall be transacted. The Board shall make a good faith effort to give advance notice of the Special Meeting to faculty, staff, and families of enrolled students. A report of the actions taken or decisions made shall be published to faculty, staff, and families of enrolled students as soon as practical after the meeting. (Amended: December 14, 2004.)

Section 6. Quorum.

A majority of the total number of directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number be required by law, the Constitution, or by the Articles of Incorporation. The directors present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum.

Section 7. Adjournment.

A majority of the directors present may adjourn any directors' meeting to meet again at a stated day and hour or until the time fixed for the next regular meeting of the Board. If a meeting is a recessed or continued session of a previous meeting and the time and place of the meeting was established during the previous meeting and recorded in the minutes of that meeting, then no further notice is necessary. (Amended: December 14, 2004.)

Section 8. Meetings by Telephone.

Members of the Board of Directors of the corporation, or any committee designated by such Board, may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear one another, and such participation in a meeting shall constitute presence in person at the meeting.

Section 9. Robert's Rules of Order and Minutes.

All regular and Special Meetings of the Board shall be conducted according to Robert's Rules of Order, latest revision. Open meeting minutes shall be published and maintained in a permanent

binder in the administrative offices and shall be available for inspection by faculty, staff, and families of enrolled students. (Amended: December 14, 2004.)

Article VII Finances

Section 1. Indemnification of Directors and Officers.

When a person is sued, either alone or with others, because he is or was a director or officer of the corporation, or of another corporation serving at the request of this corporation, in any proceeding arising out of his alleged misfeasance or nonfeasance in the performance of his duties or out of any alleged wrongful act against the corporation, he shall be indemnified for his reasonable expense, including attorneys' fees incurred in the defense of the proceeding, if both of the following conditions exist:

- (a) The person sued is successful in whole or in part, or the proceeding against him is settled with the approval of the court.
- (b) The court finds that his conduct fairly and equitably merits such indemnity.

The amount of such indemnity which may be assessed against the corporation, its receiver, or its trustee, by the court in the same or in a separate proceeding shall be so much of the expenses, including attorneys' fees incurred in the defense of the proceeding, as the court determines and finds to be reasonable. Application for such indemnity may be made either by the person sued or by the attorney or other person rendering services to him in connection with the defense, and the court may order the fees and expenses to be paid directly to the attorney or other person, although he is not a party to the proceeding. Notice of the application for such indemnity shall be served upon the corporation, its receiver, or its trustee, and upon the plaintiff and other parties to the proceeding. The court may order notice to be given also to the members in the manner provided in Article II, Section 1, for giving notice of members' meetings, in such form as the court directs.

Section 2. Checks, Drafts.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation I shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 3. Annual Report.

An annual financial report shall be made available to interested persons by the Board of Directors and the Board of Directors may cause to be prepared other reports in such form and at such times as may be deemed appropriate by the Board of Directors.

Section 4. Contracts, Deeds, How Executed.

The Board of Directors, except as in these Bylaws or the Constitution, otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, 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 to render it liable for any purpose in any amount, provided, however, that any deeds or other instruments conveying lands or any interest herein shall be executed on behalf of the corporation by the President or Vice-President, if there be one, or by any agent or attorney so authorized under letter of attorney or other written power which was executed on behalf of the corporation by the President or Vice-President.

Section 5. Fiscal Year.

The Board of Directors shall have the power to fix and from time to time change the fiscal year of the corporation. In the absence of action by the Board of Directors, however, the fiscal year of the corporation shall end each year on the date which the corporation treated as the close of its

first fiscal year, until such time, if any, as the fiscal year shall be changed by the Board of Directors.

Article VIII

Amendments

Section 1. Powers of Directors

New Bylaws may be adopted or these Bylaws may be amended or repealed by a two-thirds (b) vote of the Board of Directors at any regular or special meeting called for that purpose, provided a written copy of the proposed amendment and written notice, as provided in Article VI, of the time and place of such meeting shall have been given to all Board members thereof; provided, however, that the time and place fixed by the Bylaws of the annual election of Directors shall not be changed within sixty (60) days next preceding the date on which such elections are to be held. Notice of any amendment of the Bylaws by the Board of Directors shall be given to each Director having voting rights within ten (10) days after the date of such amendments by the Board. (Amended: February 22, 2005.)