

CONSTITUTION AND BY-LAWS OF THE ANNAPOLIS AREA CHRISTIAN SCHOOL ASSOCIATION, INC.

Preamble

Whereas we believe that it is the duty and privilege of Christian parents to provide Christian education for their children and that this can be accomplished by concerted action, we therefore amend the constitution and by-laws (the “By-laws”) adopted in the year of our Lord, 1970, and state as follows:

Article I - Name

This corporation, a non-stock corporation organized under the laws of the State of Maryland, which is a religious and educational non-profit institution, is named the Annapolis Area Christian School Association, Inc. (the “Association”).

Article II - Purpose and Principles

1. *Primary Purpose.* The Association is formed for the purpose of promoting and maintaining a Christian school in the Annapolis area for the Christian instruction of children in accordance with the principles of this article toward the end that these children may occupy their places worthily in society, church, and state seeking and following God’s will for their lives, such school being known as the Annapolis Area Christian School (the “School”). The Association will also engage in such other religious and/or educational activities as may promote and support this primary purpose.

The School is a Covenantal Christian School meaning that we are a school for families where parents are followers of Christ and are engaged in worship, fellowship, and ministry of the local church. We seek families where at least one parent is a professing follower of Jesus Christ and where that parent is engaged in worship, fellowship, and ministry of a local church. This “threshold” could be more easily recognized by formal membership in an evangelical church; but it also could be attested by recognizable involvement in worship, fellowship, and ministry in the local Christian community.

2. *Declaration of Principles.* The primary purpose is further defined by the following declaration of principles:

- a. The Bible, the inerrant Word of God, is the supreme norm for all Christian faith and life and therefore for the educational enterprise of the Association.
- b. Further, the Bible presents a coherent pattern of teaching centered upon the saving Lordship of Jesus Christ. This pattern, as it has been summarized in such confessional statements as the Westminster Confession of Faith, the Philadelphia Baptist Confession, the Heidelberg Catechism, and the Thirty-Nine Articles,

provides the unified basis for the Christian view of education adhered to by the Association.

- c. The following Statement of Faith further summarizes this pattern:

God’s Revelation of Himself is Our Cornerstone

The Foundation of the School is God's revelation of Himself through His Son, Jesus Christ, by the power of the Holy Spirit, as recorded in the Bible.

The Bible is our Guiding Authority

The Bible is our guiding authority—the infallible revelation of God. It sets the course for the development of an integral curriculum that can deal meaningfully and realistically with everything in the creation. The Bible calls us to take all of God's creation seriously, to learn to discern good from evil as we live in God's world, and to work for the renewal of every area of sin-darkened life by the power of His redeeming love. We hold the Scriptures, contained in the Old and New Testaments, to be the inspired Word of God, to which nothing may be added or subtracted (2 Tim. 3:16, Rev. 22:18-19).

We are Stewards of His World

The Bible makes clear that God created the Heavens and the Earth, and every living thing, by the power of His Word. He made human beings in His own image and called them to be the stewards of His world (Gen. 1:26-29, 2:15; Ps. 8:6-8).

We are Fallen

The Bible explains how His marvelously fashioned creatures, male and female, have nonetheless rebelled against God and fallen under His judgment of death against sin (Gen. 3, Rom. 6:23). The results of this Fall include spiritual, inner personal, interpersonal, and physical alienation—bringing alienation from God, distorted views of self, hatred of others, decline of creation, sickness, and death. In this fallen condition, mankind lacks both the ability and the inclination to be reconciled to God (Eph. 2:1-10).

Christ is the Redeemer and Lord of Creation

But the Bible also unfolds the wonderful story of salvation---that God the Father has sent His own Son to die on the cross to redeem sinners, raising Him from death to become the Lord of all creation (Matt. 28:18, I Cor. 15). Jesus is the eternal Son of God—fully God and fully man, the second person of the Trinity, and He lived in our place—satisfying the requirements of God’s Law where we have failed to do so, and then died in our place—satisfying God’s just condemnation of

our sin. Not only has Jesus paid our just debt; He has also granted us grace to live in the blessing and abundance of fellowship with Him as Savior, Lord, and King (2 Cor. 5:17-21).

The Work of the Holy Spirit

By the power of the Holy Spirit, (the third person of the Trinity), God now calls sinners to Himself through repentance and faith to become the body of Christ, the Church. The Spirit regenerates our dead hearts—enabling us to respond in faith (John 3:5-8), testifies with our hearts that we are children of God (Rom. 8:15-16), produces fruit that leads to changed lives (Gal. 5:16-23), comforts and leads us into all truth (John 16:5-15). The Spirit also gives gifts to every believer, that we may use our gifts to build up the Body of Christ (1 Cor. 12). We do not believe that any particular Spiritual Gifts prove our salvation.

We are Agents of His Reconciliation in the World

The redeemed people of God are empowered to serve as agents of His reconciliation in all the world, called to proclaim the Gospel of Christ and call people to be reconciled to God (John 16:5-15, II Cor. 5:17-29, Matt. 28:18-20), and to adorn the Gospel message with lives of love and compassion (1 Pet. 2).

We are Joint Heirs with Christ

As the redeemed of God, believers in Christ persevere in faith and are preserved by the Holy Spirit such that they are eternally secure in their relationship with God as joint heirs with Christ and accept the responsibilities and privileges inherent in that relationship (John 10:17-29).

Eternal Life and Condemnation

When Jesus Christ returns in glory to fulfill His Father's plan, He will complete the judgment and redemption of the world and bring His people into perfect fellowship with God—Father, Son and Holy Spirit—forever. The Bible teaches that every human being will be resurrected—those who are in Christ will be raised to eternal life in the presence of God and His love in the context of a New Heaven and New Earth---those who are not in Christ will be raised to eternal condemnation poured out for their sin, separated from God's favor, in the context of what the Scriptures call Hell. We believe that, since the Holy Spirit is the One who brings us into a right relationship with God while we were sinners, there is then nothing that will separate us from the love of God, so that we need not fear that true salvation may be lost (John 6:35-40; John 10:1-18).

We are fearfully and wonderfully made

God wonderfully foreordained and immutably created each person as

either male or female in conformity with their biological sex. These two distinct yet complementary genders together reflect the image and the nature of God (Genesis 1:26-27). Rejection of one's biological sex is a rejection of the image of God within that person.

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; Hebrews 13:4).

Every person must be afforded compassion, love, kindness, respect, and dignity (Mark 12:28-31; Luke 6:31). Harassing and hateful behavior or attitudes directed toward any individual are to be repudiated and are not in accord with Scripture, nor the doctrines of Annapolis Area Christian School.

3. *Educational Goals.* The educational goal of the Association is to prepare Christian youth for the fulfillment of the calling of God. This vocation or calling is first defined by the creation of man in God's image as Lord of the world, heir of life, and son of God. Through sin man became incapable of fulfilling this calling, but God has renewed His calling in saving power through Jesus Christ. The Holy Spirit, applying the finished work of Christ, renews the people of God in the image of Christ to fulfill the calling of a redeemed humanity in work and worship and in particular to fulfill the calling to mission with which Christ has charged His church.

- a. *Unification of Christian Purpose and Process.* This goal of preparation for God's vocation unifies the Christian educational purpose and process. Since all wisdom is from God, the illuminated understanding of His special revelation in Scripture is necessary for the proper understanding of His revelation in nature and history. Further, the understanding of God's revelation confronts the child of God with his calling in Christ: to perceive God's plan in the world and to realize God's will in life are one calling. The fear of the Lord is the beginning of wisdom.
- b. *Values.* In fulfillment of this purpose and to implement these principles, the Association seeks to furnish an education of more than academic excellence, shaped by values more ultimate than humanistic ideals, for goals higher than individual development of social service. It seeks to train young people dedicated to God who will serve their neighbors, their country and the world for Christ's sake.
- c. *Role of Parents.* This obligation is assumed by Christian parents, united with other members of the Christian community, to bring up their children in the nurture and admonition of the Lord. Although scripture requires this specifically of parents, it is proper that they associate with others in the task, enlisting the

help of Christians especially equipped with the gift of teaching to aid them and share their authority.

- d. *Appropriate Procedures.* Respect for the gifts and calling of Christ to the pupils who are being educated also requires that the Association follow educational procedures designed to develop to the fullest the potential and initiative of these Christian young people in their own growth toward Christian vocation.

Article III – Membership

Membership in the Association shall be open to: (i) parents of current students or School alumni; (ii) current faculty and staff members; (iii) School alumni who are at least 21 years of age; and (iv) such other persons as the Board of Directors of the Association (the “Board of Directors” or the “Board”) may deem eligible for membership based upon such person’s demonstration of a beneficial interest in the welfare of the School; who agree in writing that the purpose and principles of the Association shall be maintained as defined in Article II; and who will give a formal declaration of faith in the Lord Jesus Christ as their personal Savior and acknowledgment of the Word of God as the only infallible rule of faith and practice. The Board shall have the authority to review and validate the eligibility of prospective Association members, based on the criteria as stated in this article.

Association membership shall be for a term of up to one year, beginning on or after October 1 of each school year, ending on September 30 of the subsequent school year. Membership in the Association is not a prerequisite for parents having their children attend the School. Criteria for attendance at the School shall be separately established by the Board. The Board shall have the right to dismiss a member for good cause, after following the process prescribed in Matthew 18:15-17. Where “Good cause”, is deemed as conduct that no longer reflects the criteria for membership as outlined above and/or conduct that is disruptive to the educational process and or running of the school. The Boards review shall be the final step in the Matthew 18 process.

Article IV – Nondiscriminatory Policy

1. *Students.* The School shall not discriminate in its admissions policies on the basis of race, color, national and ethnic origins, nor shall it, on such basis, deny any student any of the rights, privileges, programs, and activities generally accorded or made available to students at the School. The School shall not discriminate on the basis of race, color, national or ethnic origin in administration of its educational policies, tuition assistance programs, athletic and other school-administered programs. The School is a religious organization and is permitted to and does discriminate on the basis of religion.

2. *School Faculty and Staff.* The School shall not discriminate in employment, or the terms and conditions of employment, on the basis of race, color, national or ethnic origin, sex (gender), age or disability. The School is a religious organization and is permitted to and does discriminate on the basis of religion. The School applies the above Article II principles, and the confessional documents referenced therein, in employment and in the terms and conditions of employment.

Article V- Meetings

A meeting of the members of the Association shall be held annually to receive reports from the Board, to approve a budget as a guide for disbursements, to elect directors presented by the Board pursuant to Article VI, and to transact such other business as may be necessary.

Special meetings may be called at the discretion of the Board and must be called at the written request of a majority of the members of the Association. A call for a special meeting of the Association corresponds with the restorative step prescribed in Matthew 18:17 and should be preceded by the more private pursuit of resolution described in Matthew 18:15-16 wherever possible.

Prior to any meeting of the Association, the Board of Directors shall give public notice of at least 10 days, and no business shall be transacted at such meeting except what is stated in the notice. The quorum of the Association meeting shall consist of 1/2 of the current Association members if the Association has not more than 100 such members, of 1/3 of the current Association members if the Association has more than 100 such members, and of 1/4 of the current Association members if the Association has more than 200 such members. In the event a quorum is not present at the annual Association meeting to approve the budget, the prior fiscal year's budget shall continue in force as a guide for spending until a quorum can be attained and a new budget approved. In the event that a quorum cannot be attained, the Board may adjourn and re-call the meeting and utilize the procedures in Section 5-206 of the Corporations and Associations Article of the Maryland Code to obtain a quorum.

Article VI - Board of Directors

1. A Board of Directors of not less than nine (9) nor more than eighteen (18) members shall be chosen from among qualified members of the Association. Except as provided in Section 2 of this Article, directors are to be elected by majority ballot for three (3) year terms (except for the initial election, in order that Board members may retire in proper succession) and in three (3) equal classes, excluding any directors appointed as provided in Section 2 of this Article. After completing three (3) consecutive three (3) year terms, a Board member is not eligible to serve additional terms until after a one (1) year hiatus. A nominating committee shall recommend candidates to the Board, and the Board, after giving due consideration to the nominating committee's recommendations, shall present candidates that the Board determines are qualified to fill Board vacancies at the annual Association meeting. Vacancies occurring during the year may be temporarily filled by appointment by the Board with elections held for such vacancies at the next annual Association meeting. The Board shall meet at least once each quarter.

2. As long as the School maintains a presence at property owned by the Evangelical Presbyterian Church of Annapolis (AEP Church), the AEP Church Session shall have the right to appoint up to two members of the Board, subject to the same qualifications that apply to all Board members. Such Board members shall serve a three-year term, renewable at the discretion of the AEP Church Session, subject to continuing Board membership qualification.

3. Directors shall subscribe annually in writing to the following declaration:

“I hereby declare my personal faith in Jesus Christ as Savior and Lord; affirm my wholehearted agreement with Article II and my acceptance of its principles; and promise to further the work of this Association in accordance with its By-laws by faithful attendance at Board meetings, participation in committee assignments, and performance of my full share of other responsibilities.”

4. The Board shall organize itself by selecting appropriate officers, who shall serve also as officers of the Association, as more fully described in Article VII. A majority of directors shall constitute a quorum for any meeting of the Board. The Board may establish such committees as it deems appropriate and shall ensure that at least one Board member is a member of each such committee. The Board may appoint Association members to committees in accordance with their talents and/or interests.

5. Among the duties of the Board in promoting the purpose of this Association are the following: to set the policies and program of the Association in accordance with these By-laws; to approve the lease, purchase, investment, mortgage or sale of real and personal property for the Association, provided that any such transaction involving an amount in excess of three (3) percent of the total approved annual budget shall be subject to approval or ratification by the Association. The foregoing provision shall not apply to any refinancing of debt, unless the net increase in the amount of the Association’s indebtedness will exceed three (3) percent of the total approved annual budget, in which case such transaction shall be subject to approval or ratification by the Association. The Board shall perform the following additional duties:

- a. Determine school policies in harmony with these By-laws and in accordance with Association decisions;
- b. Select a superintendent;
- c. Devise ways and means for obtaining the necessary funds for operating the school and determine how these funds shall be distributed;
- d. Propagate the cause of Christian education in the community by means of public meeting, appropriate literature, etc.

6. The Board shall ensure that all faculty and staff positions are filled by individuals who, in addition to possessing other necessary qualifications, confess their personal faith in Jesus Christ as Savior and Lord and indicate in writing their agreement with Article II of these By-laws and their acceptance of its principles.

7. The Board shall adopt policies for itself and the Association covering all matters necessary for the conducting of its business and the expedient carrying out of the Articles of these By-laws, provided that nothing in the policies shall be so stated or interpreted as to contravene these By-laws. These policies shall prescribe committee duties, orders of procedure at Board meetings, finances for the Association, standards for Board members, including procedures for

removal of Board members, standards for school staff, responsiveness of the school staff to Board direction and approval, and such other matters that the Board may determine necessary or advisable for efficient and effective achievement of the aims of the Association as set forth in these By-laws.

Article VII - Officers of the Board and Their Duties

1. At a set meeting each year subsequent to the annual Association meeting the Board shall elect the following four officers: President, Vice President, Secretary, and Treasurer.

2. It shall be the duty of the President to preside at all meetings of the Board and of the Association, and to enforce the provisions of these By-laws. The President is ex-officio a member of all committees and shall be notified of all committee meetings.

3. The Vice President shall assist the President whenever possible in the discharge of his or her duties. In the absence of the President, the Vice President shall take the President's place.

4. The Secretary shall take care of the official documents of the Association, including the membership rolls; the Secretary shall conduct all correspondence, and enter into the records of the organization the minutes of all meetings of the Association and Board after they have been approved. Communication to the Association will be facilitated through the Board Secretary.

5. The Treasurer shall be responsible for receiving and disbursing funds in accordance with the procedures approved by the Board. The Treasurer shall report regarding the finance of the Association at the meetings of the Board and at the stated meeting of the Association as herein previously defined.

Article VIII – Indemnification

1. The Association shall indemnify each current or former Board member who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative, arbitral, or investigative, by reason of his/her service as a Board member of the Association, against expenses (including attorney fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with the action, suit, or proceeding, provided such Board member acted in good faith and in the manner he/she reasonably believed to be in or not opposed to the best interest of the School and, with respect to any criminal action or proceeding, such Board member has no reasonable cause to believe his conduct was unlawful. The Association shall not indemnify any Board member if (a) the act or omission of the Board member was material to the matter giving rise to the proceeding and such act or omission was either (i) committed in bad faith, or (ii) was the result of active and deliberate dishonesty; (b) the Board member actually received an improper personal benefit in money, property or services.

2. The Association shall indemnify each current or former Board member who was or is a party or is threatened to be made a party to any threatened, pending, or complete action or suit by or in the right of the School to procure judgment in its favor by reason of his/her service as a Board member, against expenses (including attorney fees) actually and reasonably incurred by

him/her in connection with the defense or settlement of such action or suit if he/she reasonably believed to be acting in or not opposed to the best interest of the School, except that no indemnification shall be made in respect to any claim, issue, or matter as to which the Board member shall have been adjudged to be liable to the Association. Any indemnification or advance of expenses made to a Board member in connection with a proceeding of the nature described in this section shall be reported in writing to the members together with the notice of the next members' meeting or prior to such meeting.

3. In the event of the disposition of any action, suit, or proceeding in which no determination regarding good faith, reasonable belief, gross negligence, or intentional misconduct, as applicable, has been made, such indemnity shall be conditioned upon prior determination that the Board member acted in good faith, with reasonable belief, and without gross negligence or intentional misconduct, as applicable, and that such payments or obligations are reasonable. Such determination shall be made: (1) by the Board by a majority vote of a quorum consisting of Board members who are not parties to such proceedings; or (2) by written opinion of independent legal counsel if a quorum of disinterested Board members so directs, provided however that such written opinion shall not address reasonableness of expenses, which must be approved by a quorum of disinterested Board members,. Board members eligible to make any such determination or to refer any such determination to independent legal counsel must act with reasonable promptness when indemnification is sought by a Board member. If a quorum of disinterested Board members cannot be obtained, such determination shall be made by a quorum of the Members at a meeting specially called for such purpose.

4. Reasonable expenses incurred by a Board member in defending any proceeding for which he or she may be entitled to indemnification, may be paid by the Association in advance of final disposition of such proceeding, upon receipt of (i) a written affirmation by the Board member of such Board member's good faith belief that the standard of conduct necessary for indemnification by the Association as authorized by Md. Code Ann., Corps. & Assn's, § 2-418, as modified by these Bylaws, and (ii) an undertaking by or on behalf of the Board member to repay such amount unless it shall ultimately be determined that he/she is entitled to indemnification.

5. Every reference herein to Board member shall include former Board members, as well as those serving the School or the Association while employed by another corporation, partnership, joint venture, trust or other enterprise and, in all such cases, the heirs, executors, and administrators of such Board member.

6. The School may further indemnify each Board member in any other manner permitted by law.

Article IX - Amendments

These By-laws—with the exception of Article II, Article VI (Sections 2, 3 and 6), and Article IX, may be amended at a regularly called meeting of the Association by a two-thirds (2/3) vote of the members present, subject to the quorum requirements of Article V, provided that the proposed amendment has been considered by the Board at least six (6) weeks before it is to be acted upon, and that it has been approved by the Directors at a regularly called meeting. A copy of the

proposed amendment shall be communicated to the members of the Association at least two (2) weeks prior to the meeting at which it is to be voted upon. Article II, Article VI (Sections 2, 3 and 6), and Article IX, are not subject to amendment except by unanimous vote of the Board of Directors and a three-quarters ($\frac{3}{4}$) vote of the members present, subject to Article V quorum requirements.

Article X - Dissolution

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for the charitable, educational, religious, or scientific purposes as shall at the times qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Adopted June 26, 2017