



SALISBURY
CHRISTIAN SCHOOL

By-Laws of Salisbury Christian School, Inc.

*Revised and Approved by the
Board of Governors
July 26, 2021*



PREAMBLE

We, the Board of Governors of the Salisbury Christian School, Inc. (hereinafter "the Board"), in response to the Biblical commandment for the Christian education of our children and believing that this Christian education can best be accomplished in a Christian school, hereby make, revise and adopt the following By-Laws for the organization and operation of Salisbury Christian School, Inc.

ARTICLE I - NAME

The name of this school is Salisbury Christian School, Inc. (hereinafter "SCS").

ARTICLE II - MISSION STATEMENT

The educational process in a Christian school is dependent on a biblical philosophy which provides the right worldview and essential truths for life so that children may be prepared to assume their proper place in the home, the church, and the world.

Accordingly, the Mission Statement for SCS is: To honor Jesus Christ by offering a comprehensive educational program founded upon biblical truth and academic excellence.

ARTICLE III - STATEMENT OF FAITH

Each member of the Board, and each employee of SCS, having accepted Jesus Christ as personal Savior, shall subscribe annually in writing to the following Statement of Faith:

We believe:

1. In the divine inspiration, infallibility and final authority of the Bible as the Word of God,
2. In one God, the Creator and sustainer of the universe, eternally existent in three persons: Father, Son and Holy Spirit,
3. In the uniqueness of man, by virtue of his special creation in God's image and his responsibility to understand and master the world to the glory of God,
4. The unique deity of the Lord Jesus Christ, the incarnate, virgin-born Son of God,
5. In the representative and substitutionary death of our Lord Jesus Christ as the necessary atonement for our sins,
6. In the power of the Holy Spirit in the work of regeneration and His continuing work in the heart of the believer,
7. In the resurrection of the crucified body of our Lord and that blessed hope, His personal return,
8. In the bodily resurrection of the just and the unjust, the everlasting blessedness of the saved and the everlasting punishment of the lost,
9. In the spiritual unity of believers in our Lord Jesus Christ,
10. In the covenant of marriage, between one man and one woman only, as an important and critical part of God's created order,
11. In God's immutable creation of each person as male or female, two distinct, complimentary genders that together reflect the image and nature of God.

ARTICLE IV – PHILOSOPHY OF EDUCATION

The purpose of **Christian education** is to impart Christ-centered, biblical knowledge in order to prepare students for life. We believe that the Bible is the only rule of faith and practice for the believers; therefore, a Bible-based philosophy of Christian education presents the Bible as the foundation of all knowledge. It is imperative that every aspect of education is wholly integrated into God's truth, regardless of the course, so that a biblical worldview can be taught and all students can know and understand the truths of the Christian faith, incorporating that faith into their personal lives and worldview.

In order for Christian education to be most effective, the home, the church, and the school must establish their precepts upon the Bible and be able to establish practices that can last throughout the child's life. Christian education recognizes Christ as the authority and Lord of truth (John 14:6) and is the only sure foundation on which truth can be built (1 Corinthians 3:11). Above all, it is essential that we recognize the preeminence of Christ in all things (Colossians 1:18).

In Christian education, we hold three components to be essential: the student, the teacher, and the curriculum. Each **student** has been created in the image of God and therefore possesses invaluable worth and potential. As such, each student is not to be compared with other students but viewed as an individual with unique abilities and intellect. In order for the students to maximize their education, they must be actively engaged in the learning process. Each student will regularly be introduced to the gospel, through biblically integrated course work, chapel, and special Spiritual Emphasis events. Students at Salisbury Christian School (SCS) will never be able to articulate that they never heard of Christ, of His sacrificial death, or of His resurrection.

Each **teacher** at SCS has a personal relationship with Jesus Christ, as well as a passion for the education of children. The teacher will be educated in their respective field and will be skilled at biblical integration. It is crucial that each teacher knows his or her students and can provide an interactive learning environment in which a biblical worldview can be expressed clearly and effectively. In addition to providing academic training, the teacher must be able to guide students towards spiritual maturity, as they are conformed to the image of Christ.

The **curriculum** must be based upon an excellent academic foundation that incorporates a Christian worldview throughout its content. Because we want each child to experience balanced growth, our curriculum choices provide opportunities for the social, mental, physical, and spiritual development of each individual. The curriculum exists to help us partner with parents to fulfill their divine responsibility of training up their children (Proverbs 22:6).

ARTICLE V - BOARD OF GOVERNORS

Section 1. Number and Tenure of Members

- A. There shall be at least five (5), but not more than twelve (12), voting members of the Board, which number shall include the PTF President or their designee.
- B. The PTF President or their designee will serve on the Board for the duration of their tenure as PTF President.
- C. There may be a designated Pastor Member of the Board. A designated Pastor Member is a voting member of the Board and shall serve for a term of one (1) year. A designated Pastor

Member is not eligible to be elected for successive terms.

- D. Each Board member, other than the designated Pastor Member, shall serve on the Board for an initial term of two (2) years; resignation or dismissal shall terminate such service. Any Board member, other than the designated Pastor Member, is eligible to be elected for successive terms. Board members may choose to run for reelection for a one (1) or two (2) year term.
- E. Terms of service shall begin each July and shall be staggered (when possible) in such a manner that no more than one half (1/2) of the full Board will complete their term of service in any given year.

Section 2. Ex-Officio Board Members

- A. The following shall be ex-officio non-voting members of the Board:
 - a. Head of School
 - b. Director of Development
 - c. Director of Business Operations
 - d. Board Member Emeritus
 - e. Such others as the Board may from time to time designate.

Section 3. Vacancies

- A. A vacancy on the Board shall be deemed to exist in the case of expiration of term, resignation, death, or dismissal from the Board.
- B. Vacancies shall not be filled unless the vacancy results in the failure of the Board to have the minimum number of members as set forth in Section 1.A.
- C. Any vacancy on the Board which results in the failure of the Board to have the minimum number of members as set forth in Article V, Section 1.A. may be filled by a majority vote of the remaining Board members. Each Board member elected to fill an open unexpired term shall hold office until the expiration of that term.

Section 4. No Board Member Compensation

Members of the Board shall receive no compensation for their services. The Board may authorize the reimbursement of expenses incurred by any Board member in the performance of official business for SCS or the Board.

ARTICLE VI - BOARD MEMBERSHIP

Section 1. Qualifications for Election

- A. All members of the Board shall be born-again believers and shall agree without reservation with the Mission Statement in Article II and the Statement of Faith in Article III. Further, they shall regularly attend an evangelical church, whose doctrine is in agreement with Article III.
- B. No full-time employee shall be eligible to serve as a voting member of the Board except if the said person is the Parent-Teacher Fellowship ("PTF") President.
- C. PTF officers, other than the current PTF President or their designee, are not eligible to serve as voting members of the Board during the same year that they serve on the PTF Board.
- D. Spouses of employees shall be eligible to serve as voting members of the Board, but they

shall not vote on any matters or issues (other than approval of the budget) which directly impact their spouses individually as opposed to matters or issues impacting the staff in general.

Section 2. Nominations for the Board; Elections

- A. Prior to or at the February Board meeting, the Chairman shall appoint a Nominating Committee which shall consist of the following:
 - a. Chairman or his designee from the Board;
 - b. The President of the PTF or his designee from the PTF; and
 - c. The Head of School or his designee.
- B. Candidates for the Board may be considered for nomination by submitting the name of interested individuals to the Head of School who shall submit such names to the nominating Committee for consideration.
- C. All applications of candidates shall be reviewed prior to nomination by the Nominating Committee to determine interest, suitability, and eligibility. All candidates nominated by the Nominating Committee shall meet the qualifications of Board members as set forth in these By-Laws.
- D. At the April Board meeting, the Nominating Committee shall present a slate of candidates to the Board, including candidates for re-election.
- E. Election of the Board Members shall be in May. Election shall require the affirmative vote of two-thirds (2/3) of the Board.

Section 3. Resignation or Dismissal from Board

- A. Any Board member may resign from office by tendering the resignation in writing to the Board Chairman.
- B. Any Board member may be dismissed from the Board for failure to be a Christian role model, for excessive absence from regular and special meetings of the Board, or whenever, in the judgment of the Board, such dismissal would be in the best interest of SCS. Dismissal shall require a two-thirds (2/3) vote of the Board.
- C. In the event that a Board member who has left the Board was an officer, another member shall be designated by majority vote of the Board to assume the responsibilities of the office now vacant.

Section 4. Leadership Commitment

Each Board member shall annually sign the Leadership Commitment Form attached to these By-Laws as Exhibit A.

ARTICLE VII - DUTIES OF THE BOARD

Section 1. General Responsibilities

The Board shall generally oversee the operation and business affairs of SCS. The responsibilities of the Board shall include, but not be limited to, (a) obtaining and maintaining Maryland state educational approval and such other certifications and/or accreditations as deemed necessary or appropriate by the Board; (b) making policy, (c) establishing tuition and fees and approving the budget, (d) promoting SCS in the community, (e) and praying for SCS.

Section 2. Specific Responsibilities

- A. The Board shall help set the spiritual tone for SCS. Board members shall individually and corporately pray for the administration, faculty, staff, parents, and students of SCS. They should be inclined to prayer, ever mindful of their own dependence upon God for His grace and wisdom manifest in their leadership.
- B. The primary functions of the Board are to set school policy and to appoint the Head of School. The administration of SCS is the responsibility of the Head of School. The Board's policies set the boundaries within which the Head of School administers SCS. In the absence of a Head of School, the duties of the Head of School shall be performed by the appropriate administrator as directed by the Board in conjunction with the Chairman or his designee.
- C. The Board's authority is corporate with the exception of the Chairman or his designee pursuant to Section 2.B. above. Individual Board members have authority to act only when the Board is convened in regular or special session. Therefore, unless approved by the Board for disclosure, Board members shall keep confidential all discussions at the Board meetings. There shall be only one line of authority which will flow from the Board through its Chairman to the Head of School who is charged with the responsibility for properly conveying the decisions and actions of the Board to the faculty, staff, students and parents as appropriate.
- D. The Board shall oversee the general financial operation of SCS. All financial matters may be delegated with the exception of approving annual budgets and setting tuition and fees. The Board shall arrange for a certified financial audit on an annual basis.
- E. The Board shall have the authority to borrow money on behalf of SCS if authorized by a two-thirds (2/3) vote of the Board, but all measures will be taken to operate with a balanced budget.
- F. All unbudgeted expenditures, including but not limited to real property acquisitions and new equipment purchases in excess of Ten Thousand Dollars (\$10,000) shall require a two-thirds (2/3) vote of the entire Board. All requests for these unbudgeted expenditures should include multiple quotes or proposals, if feasible.
- G. The Board shall determine the fiscal year for SCS.
- H. The Board shall exercise due care to determine that SCS operates according to accepted legal principles which should include, but not be limited to, the obtaining of competent legal counsel to advise the Board on matters of safety, general liability, personnel and other issues as needed.
- I. The Board shall approve the Employee Manual and any amendments thereto.

Section 3. Committees

- A. The Board shall appoint committees and task forces as needed. Each committee and task force shall have the responsibility to review and make recommendations in its assigned area for consideration and action by the Board.
- B. The committees of the Board are:
 - a. Executive (Chairman, Vice Chairman, Secretary, Treasurer and Head of School)
 - b. Finance
 - c. Strategic Planning
 - d. Others as appointed by the Board
- C. Each committee and task force shall have no fewer than one Board member appointed by the Chairman. The Chairman may appoint parents or other interested individuals to serve on the committees and task forces.

ARTICLE VIII - OFFICERS OF THE BOARD

Section 1. Officers

In May of each year, the Board shall nominate officers for the upcoming year. In June of each year, the Board shall elect Officers of the Board from among its members for the upcoming year. The new-elected officers shall take office in July. The duties of the officers shall be limited to the following:

- A. Chairman: The Chairman shall preside at all Board meetings and perform such other duties as approved by the Board. He shall be an ex-officio member of all committees and task forces. The Chairman shall be the Head of School's point of contact with the Board when the Board is not in session.
- B. Vice-Chairman: The Vice-Chairman shall perform the duties of the Chairman in the latter's absence or failure to perform the duties assigned herein. When so acting, the Vice-Chairman shall have all powers of and be subject to all the restrictions upon the Chairman.
- C. Secretary: The Secretary shall record the minutes of all meetings of the Board. In order to foster free and full discussions, Board minutes shall be kept confidential. However, edited minutes may be made available to interested persons. The Secretary shall also perform such other duties as are customarily associated with the office.
- D. Treasurer: The Treasurer serves as Chairman of the Finance Committee. The Treasurer may assist the Business Manager in reporting the financial condition of SCS to the Board. The Treasurer shall also perform such other duties as are customarily associated with the office.

ARTICLE IX - MEETINGS OF THE BOARD

Section 1. Regular Meetings

- A. Regular meetings of the Board shall convene at least eight times per year. The time and place of the Board's regular meeting shall be provided to Board members at least one week prior to the meetings.
- B. The Chairman of the Board, in consultation with the Head of School, shall prepare an agenda for regular meetings of the Board. Such agendas shall be sent to each member of the Board prior to the scheduled regular meeting.

Section 2. Special Meetings

- A. Special meetings of the Board may be called by the Chairman or by a majority of the Board members.
- B. Notice of the time, place, and purpose of all special meetings of the Board shall be given to each Board member prior to the scheduled special meeting.

Section 3. Emergency Action

In an emergency, the Chairman may poll the Board to secure authorization for a given course of action. The Chairman shall report the outcome of the poll at the next Board meeting for inclusion in the Minutes.

Section 4. Presumption of Assent

Any member of the Board who is present at a meeting of the Board at which action is taken shall be presumed to have assented to the action taken unless his dissent is entered in the Minutes of the meeting.

Section 5. Quorum and Voting

- A. At all meetings of the Board, the presence in person or on the phone (speaker or face time) of a majority of voting Board members shall constitute a quorum for the transaction of business. Except as provided in Article X, Section 1 hereof, only voting members present or on a phone for the entire meeting may vote. Proxies shall not be permitted. Unless specified otherwise herein, all votes shall be by majority.
- B. In the absence of a quorum, a minority of Board members may adjourn any meeting of the Board without notice other than announcement at the meeting until a quorum shall be present.

Section 6. Decisions

The decisions made at any meeting of the Board shall be valid as though a meeting had been duly held after regular call and notice, if a quorum was present, and if each of the Board members who was not present receives the Minutes thereof prior to or at the next regular meeting of the Board.

Section 7. Robert's Rules of Order

Meetings of the Board shall be governed by Robert's Revised Rules of Order.

ARTICLE X – HEAD OF SCHOOL

- Section 1. The Head of School shall be appointed by the Board. He shall be the chief executive officer of SCS and shall carry out the policies established by the Board. The Head of School shall be an *ex officio* member of the Board; however, he shall be entitled to cast the tie breaking vote whenever a vote of the Board is deadlocked except in the case of votes pertaining to the election of, or dismissal of, Board members or Board officers.
- Section 2. The Head of School shall be a born-again believer and subscribe without reservation to the Mission Statement in Article II, Statement of Faith in Article III, and Philosophy of Education in Article IV. He shall be a Christian role model in SCS and the community.
- Section 3. The Head of School shall regularly attend an evangelical church whose doctrine is in agreement with the SCS Statement of Faith in Article III.
- Section 4. The Head of School responsibilities shall be defined in a job description approved by the Board.
- Section 5. The Executive Committee shall evaluate the Head of School annually in November based upon his job description, job performance and other appropriate factors. It shall recommend to the Board whether to renew the Head of School's employment for the upcoming year.
- Section 6. The Board shall appoint Head of School annually after careful consideration of the Executive Committee's recommendation.

Section 7. Each year during the budget process, the Executive Committee shall perform a prayerful review of the Head of School's salary and benefit package based upon relevant considerations. The Executive Committee will then make recommendations to the Board for final disposition.

ARTICLE XI - FACULTY AND STAFF

- Section 1. The faculty and staff shall be appointed each year by the Head of School.
- Section 2. Individuals serving on the faculty and staff shall be born-again believers and subscribe without reservation to the Mission Statement in Article II, Statement of Faith in Article III, and Philosophy of Education in Article IV. Such individuals shall be Christian role models in SCS and the community.
- Section 3. Individuals serving on the faculty and staff shall regularly attend an evangelical church whose doctrine is in agreement with the Statement of Faith in Article III.
- Section 4. Faculty and staff responsibilities shall be defined in job descriptions approved by the Head of School.
- Section 5. The Head of School or his designee shall evaluate faculty and staff annually based upon their job descriptions, job performance, and other appropriate factors.

ARTICLE XII- DISPUTE RESOLUTION

The Board shall ensure that each contract for employment shall contain language for dispute resolution substantially similar to the following:

The parties to this agreement are Christians and believe that the Bible commands them to make every effort to live at peace and to resolve disputes with each other in private or within the Christian community in conformity with the Biblical injunctions of I Corinthians 6:1-8; Matthew 5:23-24, and Matthew 18:15-20. Therefore, the parties agree that any claim or dispute arising out of, or related to, this agreement or to any aspect of the employment relationship, including any claim or statutory claims, shall be settled by Biblically-based mediation.

The parties agree that this method shall be the sole remedy for any controversy or claim arising out of the employment relationship and expressly waive their right to file a lawsuit or claim against one another in any court or administrative agency for any disputes arising from the employment relationship.

ARTICLE XIII - INDEMNIFICATION

SCS shall indemnify each Board member and officer 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, criminal, administrative, arbitrative, or investigative (other than an action by or in the right of SCS) by reason of his being or having been a Board member or officer of SCS, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit, or proceeding if he acted in good faith and in the manner he reasonably believed to be in or not opposed to the best interests of SCS, and, with respect to any criminal action or proceeding had no reasonable cause to believe his conduct was unlawful.

SCS shall indemnify each Board member and officer who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in its favor by reason of his being or having been a Board member or officer of SCS, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of SCS, except that no indemnification shall be made in respect to any claim, issue, or matter as to which the Board member or officer shall be adjudged to be liable for negligence or misconduct in the performance of his duty to SCS unless and only to the extent determined by a court as provided by law.

In the event of the disposition of any action, suit or proceeding in which no determination regarding good faith, reasonable belief, negligence, or misconduct, as applicable, has been made, such indemnify shall be conditioned upon prior determination that the Board member or officer acted in good faith and with reasonable belief and without negligence or misconduct, as applicable, and that such payments or obligations are reasonable. Such determination shall be made (i) by the Board by a majority vote of a quorum consisting of Board members who were not parties to such proceeding, (ii) by independent legal counsel in a written opinion if such a quorum is not obtainable or even if attainable if a quorum of disinterested Board members so direct. 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 any Board member or officer.

Expenses incurred in defending any proceeding may be paid by SCS in advance of final disposition of such proceeding, if authorized in the manner set forth in the preceding paragraph, upon receipt of any undertaking by or on behalf of the Board member or officer to repay such amount unless it shall ultimately be determined that he is entitled to indemnification.

Every reference herein to the Board member or officer shall include every Board member or officer or former Board member or officer of SCS as a Board member or officer or in a similar capacity of another corporation, partnership, joint venture, trust or other enterprise and, in all such cases, the heirs, executors, and administrators of such Board member or officer.

SCS may further indemnify each Board member and officer in any other manner permitted by law.

ARTICLE XIV - CONFLICT OF INTEREST

SCS shall not enter into any transaction with any SCS employee, Board member, Board Committee member, or Board task force member or spouse of same, either as an individual, agent, officer or director of any legal entity, unless the Board approves the transaction after full disclosure of any potential conflict of interest. The member with any potential conflict shall abstain from voting on the transaction.

ARTICLE XV - MISCELLANEOUS

Section 1. Non-discrimination Statement

SCS admits students of any race, color, national or ethnic origin to all the rights, privileges, programs and activities generally accorded or made available to students at SCS. It does not discriminate on

the basis of race, color, national or ethnic origin in the administration of educational policies, admissions policies, scholarship and loan programs, athletic or other school administered programs.

Section 2. Parent/Teacher Fellowship

SCS shall support the Parent-Teacher Fellowship. The PTF By-Laws and all amendments thereto shall be approved by the Board.

Section 3. Gender Neutral

All references to the masculine gender herein shall also include the feminine gender provided that such construction is appropriate for the context of the applicable By-Law.

ARTICLE XVI - AMENDMENTS OF THE BY-LAWS

The Board shall have the power to alter, amend or repeal the Revised By-Laws or adopt new By-Laws by a two-thirds (2/3) vote of all of the Board members. Changes to the Mission Statement in Articles II, Statement of Faith in Article III, and Philosophy of Education in Article IV require a three-fourths (3/4) vote of all of the Board.

CERTIFICATION

I, Judy Mills, do hereby certify:

That I am the duly elected and acting Secretary of Salisbury Christian School, Inc., a Maryland corporation; and

That the foregoing By-Laws constitute the By-Laws of said corporation as amended to date and as duly adopted at a meeting of the Board of Governors thereof, held on the 26th day of July 2021.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 26th day of July 2021.

Judy Mills, Secretary

Exhibit A

**SALISBURY CHRISTIAN SCHOOL, INC.
BOARD OF GOVERNORS
LEADERSHIP COMMITMENT**

Knowing that God has spoken clearly in His Word concerning the character and responsibility of a leader:

1. I will seek to maintain a close, intimate walk with the Lord by regularly spending time alone with Him in prayer and in His Word.

2. I will pray for those who serve with me as Board members, for the Head of School, for the faculty and staff of SCS, for the students of SCS, and for the school's testimony in the community.

3. I will be diligent in preparation for all Board meetings and participate in committees and task forces to which I am appointed.

4. I will faithfully attend all meetings of the Board unless I am unable to do so for compelling reasons. When I am unable to attend, I will notify the Board Chairman in advance, if possible. I will follow-up with the Board Secretary and/or other Board members to be informed about the proceedings of the meeting which I missed.

5. My fellowship, speech, and manner with my colleagues on the Board and with any members of the SCS family will be characterized by love, grace, humility, integrity, and discretion.

6. While respecting divergent views and convictions expressed by my colleagues on the Board, I will express my views and differences of opinion constructively and with grace. Once the Board has discussed and voted on an issue and regardless of my personal vote on that issue, I will publicly support the Board's action.

7. I will abide by the Biblical principles found in Matthew 18:15-17 and will encourage others to do the same by directing communication through the established chain of command.

8. I am qualified for election to the Board as I meet the qualifications for Board Members as set forth in Article VI, Section 1 of the Bylaws.

Signature: _____

Printed Name: _____

Date: _____