

ARTICLE 6

BOARD OF DIRECTORS

(A) Appointment and Qualifications for Directors.

(1) Board. The Board of Directors shall consist of not less than five (5) nor more than nine (9) Directors, with the initial Board of Directors to consist of five (5) Directors and the number of the same thereafter to be fixed by the Members at any regular or special meeting of the Members. The Directors shall be elected by the Members by secret ballot. A candidate must receive a majority of the votes cast in order to be elected as a Director. The term of each Director shall be three (3) calendar years, with such term commencing on the first day of the School year immediately following the Director's election. Director terms shall be staggered such that no more than one-third of the Directors' terms expire at the same time. The Headmaster shall be an "ex officio" member of the Board of Directors and shall be duly notified of all meetings of the Board of Directors.

(2) Nominations. Nominations of individuals to serve as a Director may be made by the Board of Directors or any voting Member in writing in a form to be determined by the Committee on Members & Directors. Such nominations shall be considered by the Committee on Members & Directors.

(3) Qualifications for Candidacy. Each nominee considered by the Committee on Members & Directors must meet the following minimal requirements to qualify to have his name placed on the ballot for election:

- (a) Be a Member of the School, in good standing, for the prior two (2) years or be a nominee of the Board of Directors;
- (b) Have his school-aged children enrolled at the School, with the exception of any special needs child;
- (c) Be a male Head of Household;
- (d) Be familiar with and subscribe without reservation to the Foundational Principles of the School;
- (e) Demonstrate an understanding of the responsibilities of a Director and the standards to which a Director is held;
- (f) Have read and be able to articulate the key concepts and principles of writings prescribed by the Board of Directors;
- (g) Demonstrate the following:
 - Conversion to Christ;

- Spiritual discernment;
- Knowledge of the Scriptures;
- A positive testimony in the community;
- A willingness and commitment to prayer;
- Not a recent convert;
- Membership or regular attendance in a local church whose doctrine substantially agrees with the School's Statement of Faith; and
- Family viewed as generally being of good behavior and character.

Additionally, the Committee on Members & Directors shall also consider the following, among other attributes, when determining the qualifications of a nominee to be a Director candidate:

- (a) Frequency and regularity with which the candidate has attended prior Meetings of the Members;
 - (b) Frequency and regularity with which the candidate has attended prior Meetings of the Board of Directors, as a School Member;
 - (c) Current and past service to the School, particularly service on committees;
 - (d) Current or recent non-School service or ministry, including, but not limited to, church, para-church, and community service;
 - (e) Professional background in relation to skills desired by the Board of Directors, e.g., accounting, legal, general management, and the like;
 - (f) Individual stewardship and financial responsibility;
 - (g) Personal integrity; and
 - (h) A loving concern for children.
- (4) Qualifications for Installation. After election as a Director, each person so elected must, prior to installation as a Director, read and demonstrate a knowledge of the following:
- (a) A list of readings prescribed by the Board of Directors;
 - (b) The current version of the School's by-laws; and
 - (c) The current version of the School's Policy Governance Manual.

(5) Further Qualifications. All Directors must comply with any requirements imposed by any accrediting association of which the School is a member.

(6) Vacancies. Vacancies on the Board of Directors that occur during a term shall be filled by election at the April meeting of the Members. A majority of the Board of Directors may appoint an interim Director to fill the vacancy until elections take place. Any such interim appointee shall meet all criteria contained herein for Director qualifications.

(B) Meetings of the Board of Directors.

(1) Annual Meeting. The annual meeting of the Board of Directors shall be held in July for the purpose of the election of officers and the transaction of such other business as may come before the meeting.

(2) Regular Meetings. Regular meetings of the Board of Directors may be held at such time and at such place as shall be determined from time to time by the Board of Directors; provided, however, the Board of Directors shall hold at least one regular meeting quarterly.

(3) Special Meetings. Special meetings of the Board of Directors may be called by the President of the Board of Directors or by at least forty percent (40%) of the Directors, provided that the agenda of the meeting is included in the notice, and that the notice has been given to all Directors at least three (3) days in advance of the meeting. No business shall be transacted at such meeting except that which is stated in the notice.

(4) Quorum. A quorum, consisting of a majority of the total of the Directors then serving, shall be required for all meetings of the Board of Directors. After a meeting is called to order with a quorum present, the withdrawal of Directors from such meeting shall not interfere with the power of the remaining Directors to transact business at such meeting. If a quorum is not present, the Board of Directors shall set a new date and time for the meeting and give Notice in the manner provided in Article 6, Section (B)(6) below.

(5) Conduct of Meetings. The provisions of the latest revision of Robert's Rules of Order shall apply to all meetings of the Board of Directors. All meetings of the Board of Directors, regular and special, shall be open to all Members of the School with the exception of the discussion of and voting on confidential matters that are handled in a closed executive session. Members of the School shall be provided a time to speak to the Board of Directors at each regular meeting thereof, in accordance with a policy established by the Board of Directors, which policy shall include a time limit for Member comments, but never less than fifteen (15) minutes in the aggregate, an advance request requirement, and a prohibition on the Board of Directors from taking immediate action on issues raised during the Member comment period.

(6) Notice of Meetings & Meeting Days. Notice of any meeting of the Board of Directors must be given in writing and must state the agenda, date, time, and place of the meeting. Notice shall be given at least two (2) days prior thereto by written notice delivered personally or via first class mail to each Director and Member at his designated address, by facsimile or electronic mail. If mailed, such notice shall be deemed to be delivered the day after it was deposited in United States mail so addressed with postage thereon prepaid. If notice be given by facsimile, such notice shall be deemed to be delivered when the facsimile is received by the Director's designated facsimile machine. Any director may waive notice of any meeting, either before, at or after such meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting has not been lawfully called or convened. Evening meetings shall be held on Monday, Tuesday or Thursday and shall not be held on School holidays, unless exigent circumstances require otherwise.

(7) Presumption of Assent. A Director who is present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered or certified mail, return receipt requested, to the Secretary within one (1) business day after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

(8) Action by Written Consent. Any action required or permitted to be taken by any provisions of law, of the Articles of Incorporation or of these by-laws at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if a written consent thereto is signed by all members of the Board of Directors or of such committee, as the case may be.

(9) Attendance by Telephone. Subject to the requirements of the Articles and these by-laws, upon advance approval from the President, a Director may attend a meeting of the Board of Directors by way of a telephone or similar communications equipment so long as all persons participating in the meeting can speak to and hear each other. Participation by such means shall constitute attendance at such meeting, except where a person so participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

(10) Minutes of Meetings. The Secretary of the Board of Directors shall keep minutes of the meetings of the Directors, regular and special, and such minutes shall be open and readily accessible to all Members of the School.

(C) Anti-Nepotism Policy. Directors and members of a Director's immediate family are not eligible for employment by the School.

(D) Compensation. Directors shall serve without compensation. A Director may be reimbursed by the School for his reasonable travel, out-of-pocket, and other expenses incurred while performing his service as a Director.

(E) Resignations. Any Director may resign from a committee of the Board of Directors, an office of the Board of Directors or from his position as a Director by giving a written notice to the President or Secretary. Any such resignation shall take effect at the date of receipt of such notice or at a later time therein specified by the resigning Director. Announcement of the vacancy to the remaining Directors shall be made by direct communication from the President or Secretary.

(F) Removal. A Director may be removed from the Board of Directors, prior to the expiration of his term, as follows: (1) after recommendation of the Committee on Members & Directors, by an affirmative vote of the Full Board of Directors, without regard to the Director whose removal is in question, or (2) the vote of sixty percent (60%) of the Members of the School present at a special meeting of the Members called, at least in part, for such purpose, provided that in either case that such removal shall be for cause only, such as, qualifying or changing his acceptance of any part of the School's Foundational Principles (either by word or a pattern of conduct), conduct prejudicial to the best interests of the School or failure to abide by the Director's Code of Conduct as set forth in the Policy Governance Manual. Additionally, if any Director shall be absent without reasonable justification, as determined by the President, from more than one-third (1/3) of the meetings of the Directors in any given School year, then any additional absence during such year shall constitute the automatic resignation of such Director.