**Bylaws of**

**Northeast Christian high school**

(A Missouri Nonprofit Corporation)

**These Bylaws** (the “Bylaws”) govern the affairs of **Northeast Christian high school**, a Missouri nonprofit corporation (the “Corporation”). The Corporation is organized under the Missouri Nonprofit Corporation Act (the “Act”).

1. **OFFICES, RECORDS, SEAL**
	1. **Principal Office.** The principal office of the Corporation shall be at such place as may be designated from time to time by the Board of Directors (as defined below). The Board of Directors shall have full power and authority to change any office from one location to another, in Missouri or elsewhere.
	2. **Registered Office and Registered Agent.** The Corporation shall have and continuously maintain a registered office and registered agent in the State of Missouri. The location of the registered office and the name of the registered agent in the State of Missouri shall be such as are stated in the Articles of Incorporation and as may be changed and determined from time to time by the Board of Directors pursuant to the applicable provisions of law.
	3. **Records.** The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and each committee having any of the authority of the Board of Directors. The Corporation shall keep at its registered office or principal office a record of the name and address of each director.
	4. **Seal.** The Board of Directors may by resolution adopt and alter at pleasure a corporate seal that shall have inscribed thereon the name of the Corporation and the words: Seal -- Missouri. If adopted, the corporate seal may be used by causing it, or a facsimile of it, to be impressed or affixed or to be in any other manner reproduced.
2. **PURPOSES, POWERS & POLICY**
	1. **Purposes.** The Corporation is organized exclusively for charitable, religious and educational purposes within the meaning of Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future Federal tax laws, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future Federal tax laws. The specific purposes of the corporation are as described in the Articles of Incorporation of the Corporation.
	2. **Powers.** To enable the Corporation to carry out such purposes, it shall have the power to do any and all lawful acts and to engage in any and all lawful activities, directly or indirectly, alone or with others, that may be necessary, proper or suitable for the attainment of any of the purposes for which the Corporation is organized, subject to any limitations contained in the Articles of Incorporation and to any other limitations imposed by law.
	3. **Non-Discriminatory Policy.** NCHS admits students of any race, color, national and ethnic origins to all the rights, privileges, programs, and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, national and ethnic origin in admissions policies, scholarship and loan programs, and athletic and other school-administered programs. NCHS reserves the right to select students on the basis of academic performance, Christian lifestyle commitment, lifestyle choices, and personal qualifications including a willingness to cooperate with NCHS administration and to abide by its policies.
3. **DIRECTORS**
	1. **No Members.** The Corporation shall not have members. The fact that the Corporation may maintain records of directors, officers, employees, volunteers, donors, beneficiaries, clientele and other individuals and entities will raise no inference that any interest or control of the Corporation has been delegated by way of maintaining those records.
	2. **Board of Directors.** The property and affairs of the Corporation shall be managed by a Board of Directors (the “Board of Directors”). The Board of Directors will consist of not less than five (5) nor more than nine (9) directors to be elected as described below.
	3. **Qualifications.** Each candidate for the position of director should be a person who: demonstrates spiritual maturity and stability, wisdom, and spiritual gifting that helps accomplish the purposes of the Corporation; commits to investing his or her time, talent, influence, affluence and expertise in furtherance of the mission of the Corporation; has a history of active involvement in a local church or churches; absent extenuating circumstances, is endorsed by his or her pastor for the position of leadership of the Corporation; and agrees to abstain from any voting decision regarding spouse’s/relative’s employment. Each director shall, either prior to or immediately upon election, sign a written acceptance of office, including a promise to faithfully perform the duties of the office and the statement concerning Christian Dispute Resolution referenced in ARTICLE X below. In the acceptance or otherwise, each director must subscribe to the following statement:

“I agree with the *Statement of Faith* recited in the Articles of Incorporation of Northeast Christian High School. If I should ever come to disagree with the *Statement of Faith* or if I should in any way compromise the integrity or reputation of the ministry of Northeast Christian High School, I agree to resign my position as a director of Northeast Christian High School.”

* 1. **Terms of Office.** Each of the directors holding office at the time of the adoption of these Bylaws shall hold office unless sooner removed or disqualified, and until the director's successor is duly elected and has commenced his or her term in office, for an initial term as follows:

| Term Ending at 2022 Annual Meeting (1 year) | Term Ending at 2023 Annual Meeting (2 years) | Term Ending at 2024 Annual Meeting (3 years) |
| --- | --- | --- |
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Otherwise, the directors will be elected to three (3) year terms in three (3) classes, each class to have, as nearly as possible, the same number of directors so that approximately one-third of the directors are elected at each annual meeting.

* 1. **Nomination.** At least thirty (30) days prior to the annual meeting, the Nominating Committee will, by written notice to the Board of Directors propose a slate of candidates for the class of directors whose terms expire at that meeting, as well as for any unfilled vacancies in the other classes of directors. In preparing the slate, the Nominating Committee shall take into account the qualifications of members of the Board of Directors whose terms are not expiring and give due consideration to providing representation on the Board for the secondary school parents, respectively, as well as providing an appropriate balance of spiritual, business and educational leadership qualities on the full board. Alternate slates of candidates for the open positions may be proposed by one-fourth (1/4) or more of the Board of Directors provided that notice of any alternate slate(s) is delivered to the Board of Directors at least ten (10) days prior to the annual meeting. The Nominating Committee may produce a questionnaire to be completed by all potential candidates, including the current directors who must stand for reelection. The purpose of the questionnaire will be to assess whether each individual meets (and, where applicable, continues to meet) the qualifications for serving as a director and to assist the Nominating Committee in achieving the desired balance of representation and leadership qualities, as stated in this Section. The questionnaire should be completed by all candidates for the Board of Directors, including those candidates proposed by alternate slates.
	2. **Election.** At every Annual Meeting, as the first order of business, the incumbent directors will elect the new directors by casting one vote each for the slate proposed by the Nominating Committee or for any alternate slate, due notice of which has been given to the Board of Directors as required in Section 5 of this Article. The nominated directors on a slate receiving a unanimous vote will be elected and the new directors will assume office at the time during the meeting when the election is completed. Except for the shorter initial terms required to achieve staggering of the terms of the directors, or where the election of a director is to fill a vacancy, each elected director will serve for three years and until his or her successor is duly elected and has commenced his or her term of office. Immediately upon the election of new members to the Board of Directors, the meeting will continue as a meeting of the new Board of Directors. No notice need be given to the newly elected directors who are present at the meeting or who sign waivers of notice.
	3. **Election of Chair, Vice Chair and Secretary.** The first order of business for the new Board of Directors will be to elect a Chair of the Board of Directors, and a Secretary of the Corporation. The Board of Directors may also elect a Vice Chair. The Chair and Vice Chair must be directors of the Corporation and must at all time, while holding such office remain a director in good standing, but the Secretary may be, but need not be, a director. Each of them will serve at the pleasure of the Board of Directors until the next annual meeting and until the respective successor has been duly elected and commenced his term in office.
	4. **Chair of the Board.** The Chair of the Board shall preside at all meetings of the Board of Directors. The Chair may sign, as may the President, Secretary or Treasurer, or any other proper officer authorized by the Board of Directors, any documents and instruments that the Board of Directors authorizes to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and shall perform such other duties as may be prescribed by the Board of Directors from time to time.
	5. **Vice Chair of the Board.** The Vice Chair, if one is elected, shall, in the absence or disability of the Chair, preside at meetings of the Board of Directors and perform such other duties as are delegated to the Vice Chair by the Chair, the Executive Committee or the Board of Directors.
	6. **Transaction of Further Business.** After the election of the Chair of the Board of Directors, the Secretary of the Corporation, and, if one is elected, the Vice Chair of the Board of Directors, the annual meeting of the Board of Directors will continue for purposes of electing officers and transacting such other business as may be presented at the meeting.
	7. **Commencement of Term.** A director is deemed elected at the time the election is completed, but will not be deemed to have commenced his or her term of office or to have the powers or responsibilities of office until the director accepts the office in writing or participates in the affairs of the Corporation at a meeting of the Board of Directors or otherwise.
	8. **Vacancies.** Vacancies on the Board of Directors may be filled at any regular meeting or any special meeting called for that purpose by nomination and election in the same manner as set forth in Section 4 and Section 6 of this Article. A candidate to fill a vacancy must meet all the qualifications for the position of director. Any director elected to fill a vacancy will serve for the unexpired term of his or her predecessor and until his or her successor has been elected and has commenced his or her term of office.
	9. **Compensation.** No director will receive any compensation from the Corporation for any service the director may render as a director. The Board of Directors may adopt a resolution providing for the reimbursement of directors for actual expenses of attending meetings and rendering service to the Corporation in the administration of its affairs. A director may serve the Corporation in any other capacity and receive reasonable compensation for those services, provided that no person may serve as a director of this Corporation during his or her tenure as a compensated President, administrator, teacher, other officer or employee of the Corporation.
	10. **Interested Parties.** To the extent permitted under the Act, contracts or transactions between directors or officers of the Corporation who have financial interest in the matter are not void or voidable solely for that reason; nor are they void or voidable solely because the director or officer is present or participates in the meeting that authorizes the contract or transaction. However, the material facts must be disclosed or known by the Board of Directors or other group authorizing the transaction, and approval from disinterested parties must be obtained.
	11. **Resignation; Removal.** Any director may at any time resign by giving written notice to the Chair, the President, the Secretary, or the full Board of Directors. The resignation shall take effect at the date the notice is received or at a later date specified in the notice. The Board of Directors may, by an affirmative majority vote, consider three unexcused (unexcused=no call, no show) absences by any director in any twelve month period to constitute a resignation on the part of that director. The Board of Directors may, by an affirmative majority vote of the directors present in person at a meeting called for that purpose, remove any director, with or without cause.
	12. **Advisory Directors.** The President of the Corporation shall be, ex officio, an Advisory Director. The Board of Directors may select other persons to serve as advisory directors who shall serve at the discretion and pleasure of the Board of Directors. Persons selected as advisory directors should be persons who are dedicated to furthering the purposes of the Corporation and may represent various constituencies of the Corporation. Each advisory director may attend and participate in any meeting of the Board of Directors, unless as to any particular meeting or part of a meeting the Board of Directors directs to the contrary. Advisory directors will receive notices of Board of Directors meetings, but the failure to give notice to an advisory director will not invalidate any meeting or any actions taken at the meeting. Advisory directors are not entitled to vote on any business transacted and may not be counted for purposes of establishing a quorum.
1. **MEETINGS OF THE BOARD OF DIRECTORS**
	1. **Place.** Meetings of the Board of Directors may be held at any place within the State of Missouri as may be determined from time to time by resolution of the Board of Directors or by written consent of the members of the Board of Directors.
	2. **Annual Meetings.** Unless an alternate date and time is established by resolution of the Board of Directors,the annual meeting of the Board of Directors shall be held on the first Monday following the end of the school year each year, commencing in 2023, if not a legal holiday, and if a legal holiday, then on the next secular day following. Notice of the time and place for each annual meeting shall be given to each director not less than five (5) days before the date of the annual meeting.
	3. **Regular Meetings.** In addition to the annual meeting, the Board of Directors may hold regular meetings at such time and place as may be determined from time to time by resolution of the Board of Directors. Notice of a regular meeting need not be given. Any business may be transacted at a regular meeting, except that notice may be required for certain matters to be considered, as provided elsewhere in these Bylaws.
	4. **Special Meetings.** Special meetings of the Board of Directors may be held at any time and for any purpose or purposes. Special meetings may be called by the Chair, the President or the Secretary or by three or more of the Board of Directors by notice duly signed by the officer or directors calling the same and given in the manner provided below.
	5. **Notice of Special Meetings.** Notice stating the place, day and hour of a special meeting, shall be delivered to each director (a) by personal delivery of written notice; (b) by first class mail, postage prepaid; (c) by telephone communication, either directly to the director or to a person at the director’s office or home, who the person giving the notice has reason to believe will promptly communicate the notice to the director; or (d) by electronic mail (“email”). Notice sent by first class mail shall be deposited in the United States mail at least four (4) days before the time of the meeting. Notices given by personal delivery, telephone, or email shall be delivered, telephoned, emailed or given to the director at least twenty-four (24) hours before the time set for the meeting. If no place is specified in the notice, then the place of the meeting will be the principle office of the Corporation. Unless otherwise expressly required by the Articles of Incorporation or these bylaws, the notice does not need to specify the purpose or business to be transacted at the special meeting.
	6. **Waiver of Notice.** Any notice provided or required to be given to the directors may be waived in writing by any of them whether before or after the required time of the notice. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where the director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
	7. **Quorum.** Unless otherwise required by law, the presence of a majority of the non-vacant positions of the whole Board of Directors shall be requisite for and shall constitute a quorum for the transaction of business at all meetings. The directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of directors required to constitute a quorum.
	8. **Adjournment.** If a quorum shall not be present at any meeting, the directors present shall have power successively to adjourn the meeting, without notice other than announcement at the meeting, to a specified date and time. At any such adjourned meeting at which a quorum shall be present any business may be transacted that could have been transacted at the original session of the meeting.
	9. **Actions of the Board of Directors.** The Board of Directors shall strive to act by consensus. However, the act of a majority of the directors present at a meeting at which a quorum is present shall be valid as the act of the Board of Directors except in those specific instances in which a larger vote may be required by law, by the Articles of Incorporation or these Bylaws.
	10. **Voting.** Each director present in person at any meeting shall be entitled to cast one vote on each matter coming before such meeting for decision. Proxy voting shall not be permitted. A director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board of Directors.
	11. **Deadlock.** In the case where the Board of Directors shall, by reason of deadlock (whether because an even number of directors is seated on the Board, or because certain directors are absent even though a quorum is present, or because of abstention, or for any other reason) be unable to reach a conclusive vote on any issue before the Board of Directors, then, in such case, the Chair shall, in addition to the Chair’s regular vote cast in the matter, cast a vote that shall be known as a “majority ballot”, so that an official act or decision may be taken by the Board of Directors.
	12. **Meetings by Electronic Communications Equipment.** Unless otherwise restricted by the Articles of Incorporation or these Bylaws, members of the Board of Directors of the Corporation, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or committee by means of video conference, conference telephone or other methods of communication by means of which all persons participating in the meeting can hear each other. Participation in a meeting in such manner shall constitute presence in person at the meeting.
2. **COMMITTEES**
	1. **Executive Committee.** The Board of Directors, by resolution adopted by a majority of the directors in office, may, at any time, establish an Executive Committee that shall have and exercise the authority of the Board of Directors in the management of the Corporation to the extent provided in the designating resolution, and such other committees to which the Board of Directors may delegate specific authority. Each such committee shall include not less than two (2) directors and may include persons who are not directors. If the Board of Directors delegates any of its authority to a committee, a majority of the committee shall be directors. The Board of Directors may establish qualifications for membership on a committee. The designation of such a committee and the delegation of authority to the committee will not relieve the Board of Directors or any director from any responsibility imposed by law. No committee shall have the authority of the Board of Directors to:
		1. Amend, alter or repeal the Articles of Incorporation or the Bylaws.
		2. Adopt a plan of merger or consolidation with another corporation.
		3. Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation.
		4. Authorize the voluntary dissolution of the Corporation.
		5. Revoke proceedings for the voluntary dissolution of the Corporation.
		6. Adopt a plan for the distribution of the assets of the Corporation.
		7. Elect, appoint, or remove a director or an officer of the Corporation or a member of a committee having the authority of the Board of Directors.
		8. Approve any transaction to which the Corporation is a party and that involves a potential conflict of interest as defined in Section 9 of ARTICLE IX below.
		9. Take any action outside the scope of authority delegated to it by the Board of Directors.
	2. **Chair and Vice Chair.** Unless otherwise expressly stated in these Bylaws, the Chair of the Board of Directors will designate the Chair and Vice Chair of each committee. The Chair of each committee will call and preside at all meetings of the committee. When the Chair of the committee is absent, unable to act, or refuses to act, the Vice Chair of the committee will perform the duties of the Chair.
	3. **Quorum and Actions of Committees.** The same rules that govern the requirements for a quorum and for action by the entire Board of Directors shall apply to meetings and actions of each committee.
	4. **Other Committees.** The Board of Directors may appoint committees, not having the authority of the Board of Directors, to assist the Board of Directors in fulfilling the Board of Directors' duties. The Board of Directors may delegate to the Chair its power to appoint and remove members of a committee that has not been delegated any authority of the Board of Directors. Each committee will have the duties and authority as are delegated by the Board of Directors from time to time. The Board of Directors will, at each annual meeting, reestablish the membership of each committee, taking into account recommendations made by the Nominating Committee, with the advice of the then serving Chair and President. Each standing committee will have at least one director who will act as Chair of the committee. Other members of committees may be advisory directors, officers, or employees of the Corporation or members of the public. The Board of Directors may set the term of the members of committees. All committees will keep regular minutes of their meetings and will report them to the Board of Directors at or prior to the next meeting of the Board of Directors. The Board of Directors will establish the following standing committees:
		1. *Financial Accountability Committee.* This committee will implement and monitor financial policies and procedures in compliance with ECFA and ACSI guidelines.
		2. *Nominating Committee.* This committee should have at least two board members and may be, but not required to be, comprised solely of board members. It may include parents of students enrolled in schools of the Corporation, and will:
			1. Nominate a slate of candidates for election to the Board of Directors.
			2. Nominate from time to time, candidates to fill vacancies on the Board of Directors.
			3. Recommend from time to time to the Board of Directors, persons to serve on the standing committees.

If the Board of Directors fails to appoint a Nominating Committee for any reason, the Chair may do so after giving the Board of Directors ten (10) days prior notice of his or her intention to do so.

1. **OFFICERS**
	1. **In General.** The officers of the Corporation shall be a President, a Treasurer, a Secretary and such other officers as may be elected to fill positions created by resolution of the Board of Directors, including but not limited to one or more Vice Presidents, Assistant Treasurers and Assistant Secretaries.
	2. **Election and Term of Office.** The officers shall be elected by the Board of Directors at each annual meeting. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall serve at the pleasure of the Board of Directors until the next annual meeting of the Board of Directors and until his and her successor has been duly elected and qualified. An officer will be deemed qualified when the officer takes on the duties of his or her office and furnishes any bond required by the Board of Directors or these Bylaws, but the Board of Directors may require a written acceptance including a promise faithfully to discharge the duties of his or her office and the statement regarding Christian Dispute Resolution referenced in ARTICLE X below. Any two (2) or more offices may be held by the same person, except for the offices of President and Secretary.
	3. **Removal.** Any officer or any employee or agent of the Corporation may be removed or discharged by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal or discharge shall be without prejudice to the contract rights, if any, of the person so removed or discharged.
	4. **Vacancies.** A vacancy in any office because of death, resignation, removal, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.
	5. **President.** The President shall be the chief executive officer of the Corporation and shall in general supervise the affairs of the Corporation, subject to the authority of the Board of Directors. The President may sign, with the Secretary or Treasurer, or any other proper officer authorized by the Board of Directors, any documents and instruments that the Board of Directors authorizes to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time. If required by the Board of Directors, the President shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Board of Directors may denominate the President as Superintendent, Headmaster or other similar title, and denominate the Vice Presidents, if any, accordingly. Until such time as the Corporation employs a compensated President, and at any time thereafter that a compensated President is not serving, the Chair may fulfill the responsibilities of the position of President, provided that the Chair receives no compensation as acting President beyond any compensation the Chair would be entitled to receive as a director in accordance with Section 13 of ARTICLE III above.
	6. **Vice President(s).** In the absence or disability of the President, the Vice President(s) shall perform all duties of the President in the order of their election, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President, the Executive Committee or the Board of Directors.
	7. **The Secretary.** The Secretary shall: keep the minutes of the meetings of the Board of Directors in one (1) or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chair, the President or by the Board of Directors.
	8. **The Treasurer.** The Treasurer shall: have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of ARTICLE IX of these Bylaws; provided, however, that some or all of such duties, as the Board of Directors may determine, may be delegated to a custodian, as provided in ARTICLE IX and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.
	9. **Assistant Secretary and Assistant Treasurer.** Each Assistant Secretary or Assistant Treasurer, if any, in order of their seniority, in the absence or disability of the Secretary or Treasurer, respectively, shall perform the duties and exercise the powers of the respective officers until the Board of Directors provides otherwise and shall perform such other duties as the Board of Directors may from time to time prescribe.
	10. **Compensation.** The compensation, if any, of the officers shall be fixed from time to time by the Board of Directors.
2. **ADMINISTRATION**
	1. **Annual Budget.** Unless such requirement is waived by the Board of Directors, the President shall cause to be prepared and shall submit to the Board of Directors for its approval an annual budget and all supplements thereto for each fiscal year at least forty-five (45) days prior to the end of the preceding fiscal year.
	2. **Reports.** The President shall submit to the Board of Directors at its annual meeting a report summarizing the operations and affairs of the Corporation and its activities during the preceding year and setting forth the plans, programs or projects for future development, with such suggestions and recommendations as the President shall deem appropriate. The President shall also make such other reports to the Board of Directors as he or she may deem appropriate, or which may be required by these Bylaws, or by the Board of Directors.
3. **DIRECTOR AND OFFICER DUTIES AND LIABILITY**
	1. **Duties of Directors.** Directors and officers shall discharge their duties as director or officer of the Corporation, including any duties as members of Committees (as described below), or of any other corporation which they serve as a director or officer at the request of the Corporation, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interests of the Corporation. Directors and officers may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that were prepared or presented by a variety of persons, including (other) directors, officers and employees of the Corporation, professional advisors or experts such as accountants and legal counsel. A director or officer is not relying in good faith if the director has knowledge concerning a matter in question that renders the reliance unwarranted. Directors and officers are *not* deemed to have the duties of trustees of a trust with respect to the Corporation or with respect to any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.
	2. **Delegation of Duties.** The Board of Directors is entitled to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Corporation; and to sell, transfer, or otherwise dispose of the Corporation’s assets and properties at a time and for a consideration that the advisor deems appropriate. Directors have no liability for actions taken or omitted by the advisor if the Board of Directors acts in good faith and with ordinary care in selecting the advisor. The Board of Directors may remove or replace the advisor, with or without cause.
4. **GENERAL PROVISIONS**
	1. **Agents and Attorneys.** The Board of Directors may appoint such agents, attorneys, and attorneys-in-fact of the Corporation as it may deem proper, and may, by written power of attorney, authorize such agents, attorneys or attorneys-in-fact to represent it and for it and in its name, place and stead, and for its use and benefit to transact any and all business that the Corporation is authorized to transact or do by its Articles of Incorporation, and in its name, place and stead, as its corporate act and deed, to sign, acknowledge and execute any and all contracts and instruments, in writing, necessary or convenient in the transaction of such business as fully to all intents and purposes as the Corporation might or could do if it acted by and through its regularly elected and qualified officers.
	2. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or specific.
	3. **Loans.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or specific.
	4. **Check, Drafts, Notes.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.
	5. **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.
	6. **Gifts.** The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest, or devise for general purposes or for any special purpose of the Corporation, including but not limited to, gifts of money, annuity arrangements, securities, and other tangible and intangible personal property and real property and interests therein.
	7. **Custodians.** The Board of Directors may from time to time designate a bank, trust company, or depository as custodian of all funds and properties of the Corporation, which custodian shall maintain a record of all receipts, expenditures, income and expenses of the Corporation and/or perform such ministerial duties as the Board of Directors by written direction may instruct, the custodian to receive such fees for services as may from time to time be agreed upon by the Board of Directors and the custodian.
	8. **Bonds.** Any officer or employee handling money of the Corporation may be, and shall be (if required elsewhere in these Bylaws), bonded at the Corporation's expenses in such amounts as may be determined by the Board of Directors.
	9. **Potential Conflicts of Interest.** The Corporation shall not make any loan to a director or officer of the Corporation. A director, officer, or committee member of the Corporation may lend money to an otherwise transact business with the Corporation, except as otherwise provided by the Articles of Incorporation, these Bylaws, and any applicable laws. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation shall not borrow money from or otherwise transact business with a director, officer, or committee member of the Corporation unless the transaction is fully described in a legally binding instrument, the transaction is in the best interests of the Corporation, all relevant facts are fully disclosed and the transaction is approved by the Board of Directors without the vote of any person having a personal interest in the transaction.
	10. **Annual Audit.** Unless such requirement is waived by the Board of Directors, an annual audit of the books of account and financial records of the Corporation shall be performed by an independent accounting firm.
	11. **Fiscal Year.** The fiscal year of the Corporation will begin on the first day of June in each year and end on the last day of July in each year.
	12. **Use of Income and Assets.** All income and properties of the Corporation shall be devoted exclusively to the purposes stated in the Articles of Incorporation of the Corporation. The Board of Directors may adopt policies, regulations, and procedures governing the management and/or disbursement of funds for such purposes as in its opinion are reasonably calculated to carry out the purposes stated in the Articles.
	13. **Prohibited Transactions.** No provision of the Articles of Incorporation or these Bylaws shall in any way be construed as permitting the Corporation, whether through its Board of Directors, its officers, agents, or other party acting in its behalf to allow the net income or property of the Corporation to inure to the private benefit of any incorporator, director, officer or individual having a personal or private interest in the activities of the Corporation.
	14. **Amendments.** These Bylaws may be altered, amended or repealed and new bylaws may be adopted by the affirmative vote of two-thirds (2/3) of the directors present (but not less than 4 directors or, if the non-vacant positions on the Board of Directors are less than 4, then all of the directors of the Corporation) at any duly called meeting of the Board of Directors provided that notice of the meeting, specifying the subject of the amendment or other action to be taken, has been delivered in the same manner as is required for Special Meetings.
5. **RESOLUTION OF DISPUTES.**
	1. **Christian Dispute Resolution.** Since the Bible commands Christians 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 injunction of 1 Corinthians 6:1-8, Matthew 5:23-34, and Matthew 18:15-20; all directors, officers and committee members of the Corporation and all other persons governed by the Articles of Incorporation and these Bylaws, by acceptance of such person’s position, role or responsibility for or on behalf of the Corporation, shall be deemed to have agreed with the Corporation and with each and all of such persons that any claim, controversy or dispute arising from, related to or governed by these Articles, the Bylaws of the Corporation, or any agreement or relationship with the Corporation or the Board of Directors shall be settled by biblically-based mediation and, if necessary, legally binding arbitration as provided by a qualified, Christian organization or ministry devoted to mediation and arbitration services, such as in accordance with the *Rules of Procedure for Christian Conciliation* of the Institute for Christian Conciliation, a division of Peacemaker® Ministries with offices in Billings, Montana (complete text of the Rules is available at www.Peacemaker.net). Any such mediation or arbitration shall take place in the County where the principal office of the Corporation is located. Judgment upon an arbitration decision may be entered in any court otherwise having jurisdiction. These methods shall be the sole remedy for any such claim, controversy or dispute and any persons who are parties to or governed by the Articles of Incorporation or these Bylaws shall be deemed to have expressly waived their right to file a lawsuit in any civil court against the Corporation, the Board of Directors, the officers or one another for such disputes, except to enforce an arbitration decision. Each officer, director and committee member, shall, as a part of accepting the position, role or responsibility, sign a statement in substance setting forth the agreements in this Section, provided that the failure to do so shall not affect the enforceability of the agreements deemed to have been made by the terms of this Section. The mediation, conciliation and arbitration process is not a substitute for any disciplinary process set forth in the Bylaws or any policy manual of the Corporation, and shall in no way affect the authority of the Corporation to investigate reports of misconduct, conduct hearings, or administer discipline of employees, agents, or representatives. Nothing in this Article will be deemed to limit or restrict the Corporation from pleading or asserting any otherwise available defense or claim, affirmatively, as a counterclaim or otherwise, in any legal action or proceeding brought against the Corporation.

**CERTIFICATE OF SECRETARY**

**I certify that I am the duly elected and acting Secretary of Northeast Christian High School and that the foregoing Bylaws constitute the Bylaws of the Corporation, duly adopted by the Board of Directors of the Corporation at a meeting held on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2023.**

**Dated: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2023**

**By:**

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Secretary**