

BY LAWS
of
BLACK HILLS CHRISTIAN ACADEMY
(Revised 2002)

ARTICLE I - NAME

The name of the corporation shall be BLACK HILLS CHRISTIAN ACADEMY.

ARTICLE II - PURPOSE

The purpose of the corporation is to establish a non-denominational Christian school which honors God in providing a quality education firmly grounded in Biblical principles in a caring environment where the Gospel of Jesus Christ is shared freely. *Revised 4/15/96*

ARTICLE III - PERSONNEL

Teacher contracts shall be considered and offered during the April meeting. The board of directors shall be empowered to terminate for cause any employee's contract.

ARTICLE IV - MEMBERSHIP

The corporation will have no members.

ARTICLE V - GOVERNMENT

Section 1. The government of the corporation shall be vested in the board of directors, consisting of not less than three and not more than nine members with at least one non-parent member(s) and the remaining members elected from Black Hills Christian Academy parents who shall be elected in the manner provided hereinafter. Parent members shall constitute a majority of the board of directors. All directors shall be required to execute a statement affirming and maintaining their assent to the doctrinal statement of the corporation. *Revised 4/15/96*

Section 2. The term of the directors shall be three years, and of the directors, one or more shall be elected annually to serve for three years, or until his or her successor is elected and has qualified. Any person that has signed a loan guarantee on behalf of the corporation shall have the option of either that person or their spouse to serve as a director for as long as the note for which the person has signed remains unpaid. *Revised 6/3/96*

ARTICLE V - GOVERNMENT Continued

Section 3. The board of directors may hold regular monthly meetings or as otherwise deemed necessary by the board. At such regular meetings the board shall transact all business properly brought before the board. The annual meeting shall be held in July. Election of new directors by the current board shall be held at the annual meeting. All meetings shall be conducted under Robert's Rules of Order, Revised.

Revised 6/3/96

Section 4. The board chairman shall appoint a nominating committee no later than April 15 who shall present a slate of nominees for director(s) at the June meeting. Nominations by member(s) of the Parent Teacher Fellowship may also be made from the floor at the June meeting. Nominees must meet all of the qualifications of a board member outlined in the Board of Directors Policy Handbook. Nominees shall be provided ample time to review this handbook prior to agreeing to the nomination.

Revised 6/3/96

Section 5. A special meeting of the board of directors may be called by or at the request of the Chairman or a majority of the board of directors at a time and place and in a manner specified by the president or board members calling the meeting.

Section 6. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or these by-laws.

Section 8. The board of directors shall have the power to fill any and all vacancies which may occur within its own membership and in any office of the corporation.

Section 9. The board of directors shall be responsible for the control and management of the finances and property of the corporation, and shall have full management and control of the business of the corporation, delegating to its chief administrator the responsibility to administer the School according to the policies determined by the Board. All instruments shall be executed in the corporate name by its Chairman or Vice-Chairman, attested by the secretary. No note, mortgage, or other evidence of indebtedness shall be given without formal consent of the board of directors duly entered upon the minutes of a regular or special meeting.

Revised 4/15/96

Section 10. The board of directors shall develop and maintain a Board of Directors Policy Handbook which shall define the internal policies and operations of the board of directors, including qualifications for board members. The board of directors shall determine the general policies of the School which are to be administered by its chief administrator. He shall develop rules and regulations needed to implement the policies and present them to the board for approval. The policies and associated rules and regulations shall be maintained in a book (or set of books) by the board of directors, and accessible to the administration, faculty, staff, and patrons.

Revised 6/3/96

ARTICLE VI - OFFICERS

Section 1. The officers of the corporation shall be a Chairman, a Vice-Chairman, a Secretary / Treasurer, all of whom shall be elected annually by the board from its own membership or appointed at the regular annual meeting of the board of directors. The officers selected annually shall take office immediately and shall hold office until his or her successor shall have been duly elected and shall have qualified, or until his or her death or until he or she shall resign.

Section 2. The Chairman shall preside at all board of directors meetings and shall uphold the by-laws of the corporation, shall sign all contracts or agreements approved by the board of directors, appoint all committees, confer with the Administrator as may be necessary and desirable regarding school and related matters, call special meetings of the board of directors, be entitled to discuss all matters coming before the board of directors. *Revised 4/15/96*

Section 3. The Vice-Chairman shall assist the Chairman, and in the absence of the Chairman shall preside at meetings. *Revised 4/15/96*

Section 4. The Secretary shall take care of all official documents, keep a permanent record of the minutes of the meetings of the corporation and of the board of directors, publish proceedings of the board of directors as may be determined by the board, conduct all correspondence on behalf of the board of directors, and keep a record of membership. *Revised 4/15/96*

Section 5. The Treasurer is the designated financial officer of the board of directors in regard to overseeing the receipts and disbursements of the funds of the corporation, with the accounting of the fiscal affairs being a function of the Business Manager, who is appointed by the board of directors. The Administrator and the Business Manager are charged with receipting revenue and preparing checks for the funds of the corporation, and with presentation of claims to the board of directors for authorization of payment at a board of directors meeting. The funds of the corporation shall be deposited in a bank selected and approved by the board of directors.

The Treasurer shall at each July meeting submit a detailed report of all receipts and disbursements of the corporation, as well as at any other time that the board of directors shall require.

Revised 4/15/96

Section 6. The board of directors is empowered to delegate any of the duties referred to in this article to the Administrator and his assistants, as convenience may dictate, but it is understood that final authority and responsibility in all of these matters rest with the board of directors.

Revised 4/15/96

ARTICLE VII - FINANCES

Section 1. The fiscal year shall begin on the 1st day of July in each year and end at midnight on the 30th day of June of the following year. *Revised 4/15/96*

Section 2. The budget shall be proposed and adopted during the June meeting annually for the coming fiscal year. *Revised 4/15/96*

Section 3. If the corporation has obligatory note(s) of indebtedness that are procured by means of loan guarantors, the proposed budget must be adopted by the majority of directors and the majority of loan guarantors. Any amendment to the budget must be approved by the majority of directors and the majority of loan guarantors. The majority of loan guarantors must be present at any meeting when the annual budget is adopted or amended. *Revised 6/3/96*

Section 4. Any discretionary expenditures over \$200 that are not included in the budget must have prior approval of the majority of the directors and the majority of loan guarantors. *Revised 6/3/96*

ARTICLE VIII - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the South Dakota Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or by the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving of such notice.

ARTICLE IX - STATEMENT OF NONDISCRIMINATION

The school or schools operated by the corporation shall admit students of any race, color, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at said school or schools. Said school or schools shall not discriminate on the basis of race, color, national or ethnic origin in administration of their educational policies, scholarship and loan programs, and athletic and other school administered programs.

ARTICLE X - AMENDMENT OF BY-LAWS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, if at least ten days notice is given of intentions to alter, amend or repeal or to adopt new by-laws at such meeting. If the corporation has obligatory note(s) of indebtedness that are procured by means of loan guarantors, these bylaws may be amended only by the majority of directors and the majority of loan guarantors. The loan guarantors must be present at the meeting when proposed changes are presented for a vote. *Revised 6/3/96*

ARTICLE XI - DISSOLUTION

The board of directors shall adopt a resolution recommending that the corporation be dissolved, and directing that the question of such dissolution be submitted to a vote at a meeting of members entitled to vote thereon, which may be either an annual or a special meeting. Written notice stating that the purpose, or one of the purposes, of such meeting is to consider the advisability of dissolving the corporation, shall be given to each member entitled to vote at such meeting, within the time and manner provided in Article X of these by-laws. A resolution to dissolve the corporation shall be adopted upon receiving at least two-thirds of the votes entitled to be cast by members present.