

**BY-LAWS OF THE  
COLUMBIA COUNTY CHRISTIAN SCHOOL SOCIETY**

Revised Jan. 2010

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**PART I INTERPRETATION**

1. In these by-laws, unless the context otherwise requires:
  - a. **Registered Address** of a member means his address as recorded in the Register of Members.
  - b. **General Meeting** or **General Meetings** means a meeting or meetings of the members of the Society by the Directors.
  - c. **Major Capital Expenditure** means an expenditure relating to the acquisition of real property or the construction, major alteration or major repair of school facilities.

The definitions in the Society Act on the date these by-laws become effective apply to these by-laws.

2. Words importing the singular include the plural and vice versa; words importing a male person include a female person.

**PART II MEMBERSHIP**

3. The members of the Society are those persons who have become members in accordance with these by-laws and have not ceased to be members.

Columbia County Christian School does not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other school-administered programs.

(By-Laws Sec.1, Pg.1, 3(a) amended at school meeting June 16, 2004 by unanimous vote by parties present: To Adopt the ACSI Non-Discriminatory Clause).

4. A person may apply to the Directors for membership in the Society and on acceptance by the Directors shall be a member.
5. Every member shall comply with these by-laws.

## **PART II MEMBERSHIP**

6. A **Full Member** is a member who agrees to subscribe to the Constitution of the Society. A full member shall promote the objects of the Society and adhere to the principles for Christian Education set out in the Constitution.
7. An **Honorary Member** is a member who agrees to subscribe to the Constitution of the Society and has been admitted to this category of membership by resolution of the Directors in recognition of significant sustained support of the Society and its purposes.
8. An **Associate Member** is a member who desires to have his child(ren) educated in the Christian School established by the Society but who is unable to subscribe to the Constitution.
9. Every Full and Associate Member shall pay to the Society an annual membership fee of at least \$30.00 (DOLLARS) for individual; or \$60.00 (DOLLARS) per family or such greater sum as may be determined from time to time by the Directors. A husband and wife may each obtain full membership in the Society by joint payment (\$60.00 DOLLARS) of such an annual membership fee.
10. A person shall cease to be a member of the Society:
  - a. By delivering his resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society (PO BOX 448, ST.HELENS, OR 97051)
  - b. On his death; or on being expelled; or on having been a member not in good standing for twelve consecutive months; or by no longer subscribing to the Constitution of the Society (applicable to Full and Honorary members only); or, in the case of an Honorary member only, by the Honorary member moving outside the areas commonly served by the Society (Columbia, Cowlitz, Multnomah or Washington counties) supported by a resolution of the Directors stating that in their opinion it would not be practical for such Honorary member to remain a member of the Society by reason of such move.
  - c. A member may be expelled by a special resolution of the members passed at a general meeting.

A notice of special resolution for expulsion shall be accompanied by brief statement of the reason or reasons for the proposed

## **PART II MEMBERSHIP**

The person who is the subject to the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

- d. Membership in the Society does not necessarily entitle a member to send his child(ren) to the Christian School established by the Society.
- e. The Directors may deny any member the privilege of sending his child(ren) to the Christian School established by the Society if the member defaults in payment of their set tuition fees.
- f. A Full and Associate member is considered in good standing unless said member has failed to pay his current annual membership fee and as long as the membership fee remains unpaid.

## **PART III MEETINGS OF MEMBERS**

- 11. General meetings of the Society shall be held at such time and place in accordance with the Laws of the State of Oregon as the Directors decide.
- 12. The Directors may, whenever they deem fit, convene a general meeting, provided that an annual general meeting and at least one other general meeting shall be held in each calendar year.
- 13. The Director shall, upon the written request of TEN percent (10%) or more of the full members of the Society, convene a general meeting without delay.
  - a. Notice of a general meeting shall specify the place, the day and the hour of the meeting and in case of special business, the general nature of that business.
  - b. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

#### **PART IV PROCEEDINGS AT GENERAL MEETINGS**

14. An annual general meeting shall be held at least once each calendar year and not more than FIFTEEN (15) months after the holding of the last preceding annual general meeting.
  - a. The business which shall be transacted at an annual general meeting shall be:
    - I. The adoption of rules of order, if required.
    - II. The consideration of the financial statements.
    - III. The report of the Directors.
    - IV. The report of the auditor, if any.
    - V. The appointment of the auditor, if required.
    - VI. Such other business, as under these by-laws, ought to be transacted at an annual general meeting or business which is brought under consideration by the report of the Directors issued with a notice convening the meeting.
  - b. No business, other than the election of a Chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting unless a minimum of 25% of all Full Society members are present.

##### **A quorum shall be:**

In case of a general meeting at which the members are called upon to vote on a proposal involving a major capital expenditure, TWO-THIRDS (2/3) of Full members in good standing and Honorary members present.

In all other cases, ONE-HALF (1/2) of Full members in good standing and Honorary members present.

- c. A quorum may from time to time be increased by a resolution of the Members at a general meeting to take effect at the next general meeting of the Society.

#### **PART IV PROCEEDINGS AT GENERAL MEETINGS**

- d. If, within THIRTY (30) minutes from the time appointed for a general meeting, a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to another date, time and place set by the Directors immediately before the adjournment of the meeting. If no date, time and place are set by the Directors, the meeting shall stand adjourned to the same day in the next week, at the same time and place. If, at the adjourned meeting, a quorum is not present within THIRTY (30) minutes from the time appointed for the meeting, the Full members in good standing and Honorary members present constitute a quorum.
15. The President of the Society, the Vice President, or, in the absence of both, one of the other Directors present, shall preside as Chairman of the general meeting.
16. A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - a. When a meeting is adjourned for TEN (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting
  - b. Except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
17. No resolution proposed at a meeting need be seconded and the Chairman of the meeting may move or propose a resolution.
18. In the case of an equality of votes, the Chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not be passed.
19. A **Full member** in good standing is entitled to ONE (1) vote at all general meetings. An Honorary member is entitled to ONE (1) vote at all general meetings.

#### **PART IV PROCEEDINGS AT GENERAL MEETINGS**

21. Voting with respect to the election of Directors and with respect to proposals involving major capital expenditures shall be by ballot. In all other cases, voting may be by show of hands.
22. A major capital expenditure shall not be incurred by the Society without the approval of TWO-THIRDS (2/3) of the Full members in good standing and Honorary members present at the general meeting at which the resolution concerning the major capital expenditure is presented.
23. Voting by mail is permitted with respect to the following matters:
  - a. Election of Directors.
  - b. Approval of the annual Society budget.
  - c. Approval of the Society's annual financial statements.
  - d. A resolution proposing a major capital expenditure.
  - e. A special resolution proposing the sale of real property.
  - f. A special resolution proposing an amendment to the constitution or by-laws of the Society.
24. Where voting by mail is permitted pursuant to Paragraph 23 of these by-laws, the Secretary of the Society shall deliver or cause to be delivered ballots to all Full members in good standing and Honorary members of the Society at least SEVEN (7) days prior to a general meeting. The ballots shall set out the matter or matters to be voted upon and shall disclose the address to which the completed ballots may be mailed or delivered. Only those ballots that are properly completed and signed by the Full members in good standing and Honorary members and are received by the Secretary by mail or by delivery prior to the commencement of the general meeting shall be counted.

A Full member in good standing or an Honorary member who has voted by mail shall be deemed to be present at the general meeting.

## **PART V DIRECTORS AND OFFICERS**

25. Directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, nevertheless subject to the provisions of:
  - a. the laws affecting the Society, and
  - b. these by-laws.
  
26. Subject to the provisions of the Laws of the State of Oregon, the Society shall indemnify each Director and former Director of the Society and their respective heirs and personal representatives against all costs, charges, expenses, losses and damages, including any amounts paid to settle an action or satisfy a judgment, actually and reasonably incurred by reason of his or her being or having been a Director of the Society including any action brought by the Society, except such costs, charges, expense, losses or damages as may be incurred as a result of his or her own fraud, willful neglect, default or breach of the By-Laws. Each Director of the Society, on being elected, shall be deemed to have contracted with the Society on the terms of the foregoing indemnity.
  
27. Subject to the provisions of the Laws of the State of Oregon, every Director who has properly undertaken or is about to undertake any liability on behalf of Society or any Society controlled by it and their heirs executors, and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society, from and against:
  - a. all costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
  - b. all others costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.
  
28. The Society may (or shall) purchase and maintain liability insurance for the benefit of a Director, Officer, Employee, Volunteer or Staff member of the Society and any Executive Board member, or committee member whether

## **PART V DIRECTORS AND OFFICERS**

29. The President, Vice President, Secretary and Treasurer shall be the Officers of the Society.
30. The number of Directors shall be FIVE to SEVEN (5-7) or such greater number as may be.
31. The Directors shall elect their own officers annually at the first meeting of the Directors following the general meeting at which Directors are elected.
32. A person must be a Full member of the Society in good standing or an honorary member in order to be eligible to hold office as a Director.
33. A Director shall be a professing communicant member of a Church whose doctrines are in harmony with God's Word as defined by Article 2(b) of the constitution; shall be spiritually sound in faith and life; and in full support in word and deed of the cause of Christian Education.
34. Directors shall be elected to serve a term of THREE (3) years to expire at the conclusion of the first meeting of the Directors following the general meeting at which Directors are elected.
  - a. Directors may serve two (2) consecutive 3-year terms, after which they must take a minimum of one (1) year off before they can be re-elected.
  - b. A retiring Director who has served two consecutive 3-year terms is not eligible for immediate re-election unless the Directors determine that special circumstances warrant re-election; however, they may serve as a non-voting Board Advisor or on any Board committee.
  - c. In the event of the resignation of a Director, the Board of Directors may appoint a Full member in good standing or an Honorary member to the Board until an election at the next general meeting of the Society.
  - d. In addition to regular annual elections, in any year a maximum of TWO (2) of the retiring Directors who have completed a term of THREE (3) years or less shall be eligible for appointment to the Board of Directors for ONE (1) additional year, subject to Society approval.

## **PART V DIRECTORS AND OFFICERS**

35. Generally, the Board of Directors shall nominate TWO (2) persons for each vacancy on the Board of Directors created by retiring Directors. The members shall have the right and opportunity of submitting names of possible nominees in writing to the Directors for their consideration prior to the general meeting at which Directors are elected.
36. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
37. The members may by special resolution remove a Director before the expiration of his term of office, and may elect a successor to complete the term in office.
38. No Director shall be remunerated for being or acting as a Director but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.
39. The Directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit, provided that they shall meet at least once in each calendar month.
40. The Directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed, the quorum shall be a majority of the Directors then in office.
41. The President shall be Chairman of all meetings of the Directors; but if at any meeting the President is not present within THIRTY (30) minutes after the time proposed for the holding of the meeting or if he has given prior notice that he shall not be present, the Vice President shall act as Chairman, and if neither is present, the Treasurer shall be Chairman at the meeting.
42. The Directors may delegate any, but not all, of their powers to committees consisting of such Director or Directors as they think fit;

A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it is

c. A committee of Directors shall elect a Chairman of its meetings and the members of such a committee may meet and adjourn as they think proper.

The Directors may form committees not consisting entirely of Directors to assist the Directors in the management of the Society, but no resolution of such a committee shall be valid without the adoption of the Directors.

#### **PART VI PROCEEDINGS OF DIRECTORS**

39. Questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes; In case of an equality of votes, the Chairman may have the casting vote.
40. No resolution proposed at a meeting of Directors or committee of Directors need be seconded and the Chairman of a meeting may move or propose a resolution.
41. A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.

#### **PART VII DUTIES OF DIRECTORS**

42. a. The Directors shall determine and carry out various policies relating to the effective management and control of the Christian School(s) established by the Society and without limiting the generality of the foregoing, shall:

hire principals and teachers who are qualified to carry out the educational policies established by the Directors;

hire such other persons as the Directors deem necessary to carry out the objects of the Society;

determine the school term and holidays and vacations of principals, teachers and students. As a general rule, except when special circumstances warrant a departure, all holidays and vacations shall conform substantially with the customary practice observed in the public schools of Columbia County;

select and supervise a course of study to be followed by students in the Christian

set tuition fees for students attending the Christian School(s);

establish policies with respect to enrollment procedure, discipline of students and conduct and qualification of principals and teachers;

devise ways and means of obtaining funds necessary for the operation of the Christian School(s) established by the Society and determining how those funds shall be disbursed;

generally to manage all the affairs of the Christian School(s) established by the Society.

- b. The Directors shall only hire and continue to employ principals and teachers and all other staff members who are professing, communicant members of a Church whose doctrines are in harmony with God's Word as defined by Article 2(b) of the Constitution, who are spiritually sound in faith and life and who live the cause of Christian education.

#### **PART VIII DUTIES OF OFFICERS**

43. a. The President shall, where possible, preside at all meetings of the Society and of the Directors;

b. The President is the chief executive officer of the Society and shall supervise the other officers and Directors in the execution of their duties.

44. The Vice-President shall carry out the duties of the President during his absence.

45. The Treasurer shall carry out the duties of any of the other officers during their absence.

46. The Secretary shall:

- a. conduct the correspondence of the Society;
- b. issue notices of meetings of the Society and Directors;

keep minutes of all meetings of the Society and Directors;

have custody of all records and documents of the Society except those required to be kept by the Treasurer;

maintain the Register of Members;

Create and distribute quarterly Society newsletters and other Society publications as necessary.

47. The Treasurer shall:

- a. keep such financial records, including books of account, as are necessary to,

render financial statements to the Directors, members and others when required and in accordance with the governing laws of the State of Oregon.

#### **PART IX BORROWING**

48. In order to carry out the purpose of the Society, the Directors may, subject to these by-laws, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide and in particular, but without limiting the generality of the foregoing, by the issue of debentures by executing and delivering General or Specific Security Agreements, and by executing and delivering mortgages of land.

49. No debentures or General Security Agreement shall be issued without the approval of a special resolution.

#### **PART X AUDITOR**

50. This part applies only when the Society is required or has resolved to have an auditor.

51. The first auditor shall be appointed by the Directors and they shall also fill all vacancies occurring in the office of auditor.

52. At each annual general meeting, the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.

53. An auditor may be removed by ordinary resolution.

55. No Director and no employee of the Society shall be auditor.
56. The auditor may attend general meetings.

#### **PART XI NOTICES TO MEMBERS**

57. A notice may be given to a member, either personally or by mail to him at his registered address.

58. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given, it is sufficient to prove that the notice was properly addressed and put into a United States Post Office receptacle.

59. a. Notice of a general meeting shall be given to:

every member shown on the Register of Members on the date notice is given, and

the auditor, if part X applies.

No other person is entitled to receive a notice of a general meeting.

#### **PART XII FINANCES**

60. The means by which the establishment and maintenance of the Christian School(s) established by the Society shall be financed are:

- i. membership dues,
- ii. contributions by members,
- iii. church collections,
- iv. student tuitions,
- v. gifts and donations,
- vi. any other lawful means.

#### **PART XIII BOOKS AND RECORDS**

61 a. Save as hereinafter set out, the books, records and other documents of the Society may be inspected by the Directors and members at such time and

Any books, records or other documents pertaining to the Society shall be available for inspection by the members or Directors upon giving the Board of Directors TWENTY-ONE (21) days written notice of such intention to inspect such books, records and other documents and the reasons therefore, provided always, that the Board of Directors may in its sole and absolute discretion refuse a Director or member access to such documents if the reasons for such inspection appear to the Board of Directors to be contrary to the best interests of the Society or appear to the Board of Directors to infringe upon the rights and privacy of a parent, member, trustee, principal, teacher or student. The Board of Directors may delegate its authority to permit inspection of documents.

#### **PART XIV AMENDMENTS**

Save and except Paragraph 3 of the Constitution, both the Constitution and the By-Laws of the Society may be amended by special resolution.

#### **PART XV BY-LAWS**

On being admitted to membership, each member is entitled to and the Society shall give him, without charge, a copy of the Constitution and By-Laws of the Society.

#### **PART XVI NOTICES TO MEMBERS**

A mail ballot may be given to a Full Member in good standing or an Honorary Member, either personally or by mail to him at his registered address.

A notice of a mail ballot sent by mail shall be deemed to have been received on the second day following that on which the notice or mail ballot is posted, and in proving that a notice or mail ballot has been received it is sufficient to prove the notice or mail ballot was properly addressed and put in a United States post office receptacle.