

Bracken Christian School

Board of Directors

By-Laws

Mission Statement of the Board of Directors:

The Bracken Christian School Board of Directors serve as “watchmen on the wall”. Their existence is to ensure Bracken Christian School seeks to put Christ at the center of all learning, activity, and direction with the decisions enacted by the school. Their purpose is first and foremost spiritual, seeking to be men and women of prayer, and then to support the mission statement of the school, oversee the Head of School, and seek to make decisions in the best interests for the school’s future.

The Board of Directors understand Bracken Christian School is to be an alternative to secular education. Bracken Christian School must always endeavor to be prayerful, faithful to Holy Scripture, and seeking to establish a school with the purpose of furthering the Kingdom of Jesus Christ and making disciples unto all nations by the impact of the students who will undergo learning at Bracken Christian School and be exposed to God’s Truth while attending.

1. Statements of Faith, Philosophy, and Policy

1.01 Faith The Corporation’s Board of Directors (“the Board”) shall adhere to the following statements of faith:

- (a) We believe in the Scriptures of the Old and New Testaments as verbally inspired by God and inerrant in the original writing, and that they are of supreme and final authority in faith and life.
- (b) We believe in one God, eternally existing in three persons: Father, Son, and Holy Spirit.
- (c) We believe that Jesus Christ was begotten by the Holy Spirit, born of the Virgin Mary, and is true God and true man.
- (d) We believe that man was created in the image of God; that he sinned and thereby incurred not only physical death, but also that spiritual death which is separation from God, and that all beings are born with a sinful nature.
- (e) We believe in the Biblical teaching that man was created by a direct act of God and not from previously existing forms of life; and that all men are descended from the historical Adam and Eve, first parents of the entire human race.

- (f) We believe God created every human from their creation as male or female. “So God created man in His own image, in the image of God He created him; male and female He created them” – Genesis 1:27. “On the day when God created man, He made him in the likeness of God. He created them male and female, and He blessed them and named them “mankind” on the day when they were created.” – Genesis 5:1b-2
- (g) We believe marriage is between one man and one woman. “And He answered and said, “Have you not read that He who created them from the beginning made them male and female, and said, ‘for this reason a man shall leave his father and his mother and be joined to his wife, and the two shall become one flesh’? So they are no longer two, but one flesh. Therefore, what God has joined together, no person is to separate.”” – Matt 19:4-6.
- (h) We believe that “same sex marriage” or “same sex relations” is viewed as an abomination to God (Leviticus 18:22). “Therefore God gave them up to vile impurity in the lusts of their hearts, so that their bodies would be dishonored among them. For they exchanged the truth of God for falsehood, and worshiped and served the creature rather than the Creator, who is blessed forever. Amen. For this reason God gave them over to degrading passions; for their women exchanged natural relations for that which is contrary to nature, and likewise the men, too, abandoned natural relations with women and burned in their desire toward one another, males with males committing shameful acts and receiving in their own persons the due penalty of their error.” – Romans 1:24-27
- (i) We believe that the Lord Jesus Christ died for our sins, according to the scriptures, as a representative and substitutionary sacrifice; and that all who believe in Him are justified on the grounds of His shed blood.
- (j) We believe in the resurrection of the crucified body of our Lord, in His ascension into Heaven, and in His present life there for us, as High Priest and Advocate.
- (k) We believe in "that blessed hope", the personal and imminent return of our Lord and Savior, Jesus Christ.
- (l) We believe that all who receive by faith the Lord Jesus Christ are born again of the Holy Spirit, and thereby become children of God, and are eternally secure in Him.
- (m) We believe in the bodily resurrection of the just and the unjust, the everlasting blessedness of the saved, and the everlasting punishment of the lost.

1.02 Educational Philosophy. The Board shall adhere to the following statement of educational philosophy.

Bracken Christian School (“the School”) believes in ministering to the total person and seeks to offer parents a positive alternative to secular education. It, therefore, recognizes

the need to provide a high quality education, both spiritually and academically, to the children of Bulverde and surrounding areas. The school seeks to provide a sound academic education, integrated with a Christian view of God and the world. We believe children should be educated at home and at school with the consciousness that Jesus Christ is to be central in all learning and living and that all knowledge is to be judged in light of God's Word, including knowledge gained from the study of history, geography, science, music, and the arts. We consider character training and the teaching of obedience, which will eventually cultivate an inner self-discipline, to be essential to the emotional, physical, social and spiritual well-being of the student. At the School the teacher is expected to be the authority in the classroom, administering discipline firmly but fairly. To obey, to do right, and to love God and country are attitudes we strive to instill in each student, thus equipping him for his role in God's plan for his life and for his proper place in society.

1.03 Policy of Nondiscrimination. The School shall not discriminate against any qualified person on the basis of that person's race, color, national or ethnic origin, age, sex, or handicap, while remaining aligned to the above Statements of Faith (1.01) and Holy Scripture. This policy is applicable to all admissions, academic, and employment policies; to all scholarship and loan programs; and to all athletic and other school administered programs. A qualified person is defined as one who meets pre-established and published bona fide criteria for admission, acceptance, or employment.

1.04 Dividends Prohibited. No Corporate dividend or income shall be paid or distributed to its members, directors, or officers.

1.05 Loans to Directors and Officers Prohibited. The Corporation shall make no loans to its directors or officers.

2. Offices

2.01 Principal Office. The Corporation's principal office shall be in Comal County in Bulverde, Texas.

2.02 Other Offices. The Corporation may also have offices at such other places as the Board may from time to time determine or the Corporation's business may require.

3. Composition of the Board of Directors

3.01 General Powers. The Board shall manage the Corporation's business and may exercise all the powers of the Corporation and do all such lawful acts as are necessary in the conduct of the business. The Board also has the duty to act in good faith, with ordinary care, and in a manner reasonably believed to be in the best interest of the Corporation.

1. Duty of Ordinary Care: The Board shall endeavor to make decisions that affect the future of the school with the same degree of care that a person of ordinary prudence would exercise in the same or similar circumstances.
2. Duty of Good Faith: The Board must set the good of the Corporation as a priority and seek to affirmatively benefit the Corporation.
3. Duty to Act in the Corporation's Best Interests: The Board, after prayerfully considering options for decisions being made, must choose the option they believe best serves the interests of Bracken Christian School and within the will of God.

The Board of Directors is ultimately responsible for the hiring, firing, and replacement process of the Administrator, along with determining the compensation and fringe benefits, if any, of the Administrator. While the Board may have access to the contracts, hiring, firing, and filling of vacancies within the school by the Administrator, the Board will endeavor to maintain their role of oversight of the school and remain directly responsible for the evaluation and replacement, if necessary, of the Administrator. All other hiring, firing, evaluation, contract negotiations, and replacement processes will be the responsibility of the Administrator.

3.02 Number of Directors. The directors shall number not less than 7 and no more 9. This number may be increased or decreased by amendment to these By-Laws. A decrease in the number of directors shall not shorten the term of the incumbent directors. In the event the number of Directors falls below 7, the Board of Directors shall seek out candidates for the Board as soon as reasonably practical to increase the number to 7 or more. Primary focus will be on selecting the best candidate as opposed to filling the vacancy in the most expeditious means possible.

3.03 Term of Office. Directors shall serve three-year terms upon being duly elected and may serve successive terms upon being duly elected. After each three-year term, the board can vote to reelect a Board member to another term, or the director may step off the board. A director shall hold office until his successor has been duly elected. Directors may continue to serve an unlimited number of terms if reelected by the Board.

3.04 Removal. A director may be removed by majority vote of the Board when the director ceases to qualify; has more than three (3) unexcused absences from attendance at regular Board meetings during any twelve (12) month period; or when, in the Board's sole discretion, the Corporation's best interests would be served by such removal. For purposes of this Section 3.04 an unexcused absence is any absence which does not involve his or her health or that of a member of his or her immediate family.

3.05 Election of Directors. With regard to the election of new Board members, the Board of Directors will strive to carry out the following process:

1. The Board of Directors will announce the opportunity of a Board vacancy.
2. The Board will accept nominations of potential new Board members by means of application.

3. Self-nominations may be considered.
4. The Board shall prayerfully review all candidates and may seek opportunities to meet and visit with potential candidates.
5. Once the Board had determined a potential candidate for the Board, the Board will invite the candidate(s) to attend, at minimum 3 regular Board meetings.
6. The attendance of, at minimum, 3 Board meetings allows the Board to better understand the candidate, and for the candidate to determine if he/she believes he/she has:
 - a. The desire to continue in the Board application process
 - b. The time to volunteer as a Board member
 - c. The confirmation from the Lord to pursue serving as a Board member at Bracken Christian School.
7. At the conclusion of the 3rd (or later, if deemed necessary) regular Board meeting, the applicant will be asked to leave the room. At this time, the current Board will deliberate, pray, and vote on extending an offer for the candidate to serve on the Board.
8. The results of the above vote will be shared with the candidate on the same day as the vote.

3.06 Vacancies. Should vacancies result in less than a quorum, the remaining directors will appoint a Board member. The appointed replacement Director will serve the remainder of term (resulting in a quorum). A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor.

3.07 Qualifications. A director need not be a resident of the State of Texas, but shall be a Christian active within his church, having accepted Jesus Christ as his personal Savior, and shall be walking with the Lord daily. A director shall be:

- of strong character with convictions on right and wrong;
- willing to stand on principle and support the School Administrator;
- willing to pray for the school and to give toward its support as he is able;
- concerned about children and be committed to Christian School education;
- with vision for what the school can do for the Lord and His Kingdom in the future and make logical, wise decisions to make the vision a reality.

3.08 Compensation of Directors. Directors shall not receive any salary for their services, but the Board may, by resolution, reimburse expenses, if any, arising from attending a Board meeting, provided that nothing herein contained shall be construed to preclude any director from serving the Corporation in other capacity and receiving compensation.

4. Officers

4.01 In General. The officers shall be a President, a Vice-President, a Secretary, and a Treasurer. There may also be additional Vice-Presidents, one (1) or more Assistant Treasurers, and one (1) or more Assistant Secretaries. Two (2) or more offices may be held by the same person, except the offices of President and Secretary.

- 4.02 Election and Term of Office.** The officers shall be elected by the newly elected Board at its regular meeting in May of each year, provided, however, that the Board may appoint such other additional officers and agents as it shall deem necessary and may fill vacancies in offices as necessary. The term office shall be for one (1) year, but officers may be re-elected to any office without limitation. Officers shall hold office until their successors are chosen, qualified, and duly elected. Election or appointment of an officer or agent shall not of itself create contract rights.
- 4.03 Qualifications.** Only directors may be elected to the offices of President and Vice-president.
- 4.04 Removal.** Any officer elected or appointed by the Board may be removed, for or without cause, at any time by majority vote of the entire Board.
- 4.05 President.** The President shall preside at all meetings of the Board-and shall see that all orders and resolutions of the Board are carried into effect. The President, with approval of Board, shall execute any mortgages, conveyances, or other legal instruments in the name of and on behalf of the Corporation, but this provision shall not prohibit the delegation of such powers by the Board to some other officer, agent or attorney-in-fact of the Corporation. Immediately following election of officers, the Board shall approve the delegated authorities to designated officer, agent, or attorney-in-fact of the Corporation. The President shall give, or cause to be given, notice of all meetings of the Board.
- 4.06 Vice-Presidents.** The Vice-President, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and perform such other duties as the Board shall prescribe. If there are multiple Vice-Presidents, the Board of Directors shall appoint one as the Executive Vice President who shall be the one to serve in the place of the President as set forth above.
- 4.07 Secretary.** The Secretary shall attend all meetings of the Board and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for any other committees of the Board when required. The Secretary shall keep in safe custody the seal of the Corporation.
- 4.08 Assistant Secretaries.** Any Assistant Secretary shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties as may be prescribed by the Board or the President.
- 4.09 Treasurer.** The Treasurer shall review all accounts and the receipts and disbursements of the Corporation. The Treasurer at the fiscal year end shall give the Board a review of the financial condition of the Corporation and shall perform such other duties as may be prescribed by the Board or the President.

4.10 Assistant Treasurers. Any Assistant Treasurer shall in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform such other duties as may be prescribed by the Board or the President.

5. Board Meetings

5.01 Special Meetings. The Board President may call Special Board meetings with a minimum of 24 hours' notice to each director before the date set for the meeting. The President or Secretary shall call Special Meetings in like manner and on like notice on the written request of any two (2) directors.

5.02 Regular Meetings. Regular Board meetings shall be held at a minimum of once per calendar quarter. The Board may meet at additional times as needed on days set by the Board of Directors. The President or Secretary shall give at least seven (7) days' notice to each director before the date set for the meeting.

5.03 Place of Meetings. The Board may hold their meetings, both regular and special, either within or without the State of Texas at a place designated by the President.

5.04 Quorum; Majority Vote. A quorum – as defined in Robert's Rules of Order, is made up of a simple majority of the total number of members – of the Board shall be necessary for the transaction of business, and the affirmative vote of at least a majority of the quorum shall be the act of the Board, except as provided in these By-Laws. If a quorum is not present at a Board meeting, those present may adjourn the meeting without notice other than announcement at the meeting, until a quorum shall be present.

5.05 Action Without Meeting. The Board, or any committee designated by the Board, may act without a Board meeting, and this act will have full force and effect if the act is memorialized in written form and signed by all Board members within thirty (30) days of the act. This act will then have the same force and effect as a unanimous vote at a Board meeting.

5.06 Meetings by electronic communication. Board members or a committee designated by the Board may participate in and hold a meeting of such Board or committee by means of conference call, or similar electronic media with which all persons participating in the meeting can hear each other. Such participation shall constitute attendance in-person, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business for the reason that the meeting is not lawfully called or convened.

6. Removal of Board Members

6.01 Board members may be removed from the Board as described in Section 3.04 at any time by a majority vote.

7. Committees

7.01 The Board may, as necessary, establish committees to further the research, growth, and business of Bracken Christian School. Board members will have access to all committee meetings and standing committee chairs will report quarterly to the Board.

8. Indemnification

8.01 Indemnification. The Corporation shall indemnify any person (and the heirs, executors and administrators of such person) who is or was a director, officer or employee of the Corporation or of any other corporation which he served as such at the request of the Corporation and of which the Corporation directly or indirectly is a shareholder or creditor, or in which it is any way interested, against any and all liability and reasonable expense that may be incurred by him in connection with or resulting from any claim, action, suit or proceeding (whether brought by or in the right of the Corporation or otherwise), civil or criminal, or in connection with an appeal relating thereto, in which he may become involved as a party or otherwise by reason of being or having been such a director, officer or employee (whether or not a director, officer or employee at the time such liability and expense may be incurred) except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct in the performance of his duty. The Corporation may also reimburse to any such director, officer, or employee the reasonable costs of settlement, including reasonable expenses, of any such action, suit or proceeding, if it shall be found by a majority of a committee of directors composed of all the directors not involved in the matter in controversy, whether or not a quorum, that it is in the best interest of the Corporation that such settlement be made and that such director, officer or employee was not guilty of gross negligence or willful misconduct.

The School will purchase Directors and Officer's liability insurance and keep it in force at all times.

9. Amendments to By-Laws

9.01 Amendments. These By-Laws may be altered, amended, or replaced and new Bylaws may be adopted by the Board at any regular meeting, provided, however, that they are not inconsistent with the Articles of Incorporation, or the laws of the State of Texas and do not jeopardize the ability of the Corporation to acquire and retain tax exempt status from the Internal Revenue Service and from the State of Texas.

9.02 Statute Applies. It is expressly recognized that when the By-Laws and the articles of Incorporation are silent as to the manner of performing any corporate function, the provisions of the Texas Non-Profit Corporation Act shall control.