

**AMENDED CODE OF REGULATIONS AND
BYLAWS
OF
GRANVILLE CHRISTIAN ACADEMY, INC.**

PREAMBLE

We, the Board of Directors, in response to the biblical commandment for the Christian education of our children and believing that this Christian education can best be accomplished in a Christian school, hereby make and adopt the following Bylaws for the organization and operation of Granville Christian Academy, Inc., an Ohio non-profit corporation.

These Amended Code of Regulations and Bylaws (referred to as the “Bylaws”) govern the affairs of GRANVILLE CHRISTIAN ACADEMY, INC., a non-profit corporation (referred to as the “School”) organized under Chapter 1702 of the Ohio Revised Code (referred to as the “Act”).

**ARTICLE 1
OFFICES**

1.01. Name. The name of the school operated by the Corporation shall be Granville Christian Academy. (“GCA”).

1.02. Principal Office. The principal office of the School in the State of Ohio shall be located at 1820 Newark Granville Rd, Granville, OH 43023. The Board of Directors may change the location of any office of the School.

1.03. Registered Office and Registered Agent. The School shall comply with the requirements of the Act and maintain a registered office and registered agent in Ohio. The registered office may, but need not, be identical with the School’s principal office in Ohio. The Board of Directors may change the registered office and the registered agent as provided in the Act.

**ARTICLE 2
NONPROFIT PURPOSES AND FOUNDATIONAL DOCUMENTS**

2.01. Tax Exemption. This School is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the “Code”).

2.02. School. The School’s primary religious, educational and charitable purposes include, but are not limited to, the operation of one or more schools to educate children,

including from kindergarten through high school (grades K-12) as defined in IRC Section 170(b)(1)(A)(ii).

2.03. Statement of Faith. Each member of the Board of Directors, and each employee of the School, having accepted Jesus Christ as personal Savior, shall subscribe to and sign the following Statement of Faith:

1. **Preamble.**

A. In essential beliefs – we have unity.

“There is one Body and one Spirit...one Lord, one faith one baptism, one God and Father of all...” Ephesians 4:4-6

B. In non-essential beliefs – we have liberty.

“Accept him whose faith is weak, without passing judgment on disputable matters. Who are you to judge someone else’s servant? To his own master he stands or falls...So then, each of us will give an account of himself to God. So whatever you believe about these things keep between yourself and God...” Romans 14:1, 4, 12, 22

C. In all our beliefs – we show love.

“If I have the gift of prophecy and can fathom all mysteries and all knowledge, and I have faith that can move mountains, but have not love, I am nothing.” I Corinthians 13:2

2. **Essential Beliefs.**

A. About God:

We believe that God exists eternally and that He manifests Himself in three persons...God the Father, God the Son, and God the Holy Spirit. (Matthew 28:19; I Peter 2:2; 2 Corinthians 13:14; Psalm 90:2; Genesis 1:1, 26, 27, 3:22)

B. About Jesus Christ (Son of God):

We believe that Jesus Christ was born of a virgin, was crucified, buried, and rose bodily from the grave and will come again to this world to reign in righteousness. (Luke 1:30-35; John 14:6; I Thessalonians 4:16-17)

C. About the Holy Spirit:

We believe that a person is baptized by the Holy Spirit into the Body of Christ at the time of conversion; this baptism results in a believer being filled and

supernaturally empowered for service through spiritual gifts. (I Corinthians 12:13; Romans 8:9-17; John 16:7-13; Ephesians 5:18; Galatians 5:25; John 14:16-17)

D. About the Bible:

We believe that the Bible is our supreme authority, and it is sufficient as our only rule of faith and practice. The Bible is God's Word to us. It was written by human authors under the supernatural guidance of the Holy Spirit and it is truth without any mixture of error. (I Timothy 3:16; Hebrews 4:12; Revelation 22:19; Proverbs 30:5; Psalm 119:105, 160; 2 Peter 1:20-21)

E. About Salvation:

We believe that forgiveness of sin, salvation, and new life is made possible by the death of Jesus Christ on the cross. This salvation is by grace, through faith, and by the appropriation of the shed blood of Jesus Christ. (Romans 6:23; Ephesians 2:8-9; John 14:6; John 1:12; Titus 3:5; Galatians 3:26; Romans 5:2)

F. About Eternity

We believe there shall be a resurrection of the saved to eternal life and a resurrection of the unsaved to eternal punishment in hell. Because God gives us eternal life through Jesus Christ, the true believer is secure in that salvation for eternity. (John 3:16; John 5:11-13; John 10:29; Romans 6:23)

2.04. Foundational Documents. At a minimum, the Board of Directors shall have the following foundational documents in a Board policy manual:

- a) Statement of Faith, as written in the by-laws
- b) Mission Statement
- c) Vision Statement
- d) Education Philosophy Statement
- e) Purpose Statement & School Identity
- f) Core Values Statement
- g) Expected Student Outcomes

ARTICLE 3

MEMBERS AND BOARD OF DIRECTORS

3.01. Members. The School shall have no members and shall have no members as that term is defined in the Act.

3.02. Management. The Board of Directors ("Board") shall manage and govern the affairs of the School. The board policy manual shall contain a list of Board duties and Board Member job description.

3.03. Qualifications. All members of the Board of Directors (“Director” or “Board Member”) shall be born-again believers and shall agree without reservation with Articles 2.03 and 2.04 of these Regulations and Bylaws. The following, however, shall be ineligible for rotating, voting Board of Director membership positions: employees and immediate family members of employees of GCA, with the exception of full and part-time coaches and other paid extra-curricular personnel who have no other employment duties at GCA, and whose primary employment is elsewhere. Board Members who are coaches or extra-curricular personnel shall recuse themselves from portions of board meetings in which their position, policies, performance or compensation is discussed or voted upon.

3.04. Board Member Agreements. At all times, the Board of Directors shall maintain policies and documents regarding statement of faith, leadership commitment, foundational documents, lifestyle agreement, conflict of interest, confidentiality and other matters of business as it deems necessary. All Board Members shall no less than annually agree to abide by and sign the documents presented.

3.05. Number and Tenure of Directors. The powers of the School shall be exercised by or under the authority of, and the property, business, and affairs of the School shall be managed under the direction of a Board of not less than seven (7) voting Directors and not more than twelve (12) voting Directors, as may be determined by the Board of Directors from time to time and that no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. The Board of Directors shall, at all times, include one voting Director seat appointed by the Elders of the Spring Hills Baptist Church (“SHBC”) annually, so long as that person meets all qualifications of a rotating GCA Board Member. Up to forty-nine percent (49%) of the voting Board of Directors may be comprised of members from churches other than SHBC. At no time shall the entire Board of Directors be constituted solely of members of the governing body of SHBC. In the event that through resignation, vacation or similar event, the Board of Directors is constituted of 50% or more from members of churches other than SHBC, the Board Development Committee shall immediately nominate (and present for vote) one or more candidates for the vacated Board of Director’s position from SHBC membership. The officers of the Board of Directors shall each count towards the minimum and maximum number of Directors allowed under this provision. The rotating voting directors shall serve for a term of three (3) years, unless such service is terminated by resignation, death, or dismissal, and their election may be staggered so that, to the extent possible, one-third of the directors are elected each year. Any Board Member may be considered for a second successive full term. After a second full term on the Board of Directors, the Board Member shall step down from service for at least one (1) full year before being eligible again for the Board of Directors. The Board Development Committee must recommend all Board Members for election or re-election. The term of office shall begin on July 1 each year, unless a new Director is filling a partial term because of a vacancy.

3.06. Nomination of Directors. The Board Development Committee shall be comprised of appointed members of the Board of Directors and shall at its sole discretion nominate the candidates for directors, consistent with the requirements of these Bylaws and the Board Policy. Any Directors on the Committee who are eligible for re-election shall recuse him or herself from

the discussion and vote regarding his or her re-election. Nominations shall be submitted to the entire Board of Directors for their consideration. Candidates must be interviewed by the Board Development Committee prior to nomination to determine interest, suitability and eligibility.

3.07. Election of Directors. A person who meets any qualifications to be a Director and who has been duly nominated may be elected as a Director. Directors shall be presented by the Board Development Committee and be elected by a majority affirmative vote of the then existing Board of Directors at the annual, regular or special meeting of the Board of Directors, as the case may be.

3.08. Vacancies. Vacancies on the Board of Directors shall exist upon: (a) the death, resignation, or removal of any Director; (b) an increase in the authorized number of Directors; or (c) the failure of the Directors to elect the full authorized number of Directors to be voted for at any annual, regular, or special meeting of the Board of Directors at which any Director is to be elected. The Board of Directors may declare the office of a Director vacant if a court adjudges the Director incompetent, if he is convicted of a crime involving moral turpitude, or if he does not accept the office of Director, in writing or by attending a meeting of the Board of Directors, within thirty (30) days notice of election. Any vacancy occurring in the Board of Directors, and any director position to be filled due to an increase in the number of directors, shall be filled by the Board of Directors (subject, however, to the limitations set forth in the Act). A vacancy is filled by the affirmative vote of two-thirds of the remaining directors, even if it is less than a quorum of the Board of Directors, or if it is a sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office. Vacancies reducing the number of Directors to less than three (3) shall be filled before the transaction of any other business.

3.09. Resignation or Removal. After prayerful consideration, any Board Member may resign from office. He or she shall tender the resignation in a letter to the Board Chairman. If the Chairman is resigning, he or she shall tender resignation in a letter to the Vice-Chairman.

After prayerful consideration, any Board Member may be removed from the Board of Directors for failure to be a Christian role model, for 3 consecutive or 5 total absences in a fiscal year from regular and special meetings of the Board of Directors, for violation of the leadership commitment agreements, for violation of the confidentiality policy, for violating the email policy of forwarding or having non-Board Members access email, or whenever such removal in the judgment of the Board of Directors would be in the best interest of GCA. A meeting to consider the removal of a Director shall be called with notice to the Board Members. The notice of the meeting shall state that the issue of possible removal of the Director will be on the agenda. A Director may be removed by the affirmative vote of a three-fourths of the remaining Directors. In view of the serious nature of a Board Member's involuntary removal from office, every effort shall be made by all parties to show Christian compassion and forbearance. Corrective measures and actions designed to promote genuine repentance and personal restoration shall be applied. Dismissal from the Board of Directors shall be a matter of "last resort." Any unpleasantness surrounding such action shall be dealt with quickly, and the dignity and personal privacy of the individual in question shall be taken into account.

At any such meeting, any vacancy of a director position caused by the removal may be filled as stated in Article 3.07.

3.10. Powers of Board of Directors. In addition to the powers and authorities expressly conferred by these Bylaws upon them, the Board of Directors may exercise all such powers of the School and do all such lawful acts and things as are not directed or required to be exercised or done by statute, the Certificate of Formation, or these Bylaws.

3.11. Duties of Directors. Directors shall discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the School. Ordinary care is care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In the discharge of any duty imposed or power conferred on Directors, they may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the School or another person that were prepared or presented by a variety of persons, including officers and employees of the School, professional advisors or experts such as accountants or attorneys. A Director is not relying in good faith if the Director has knowledge concerning a matter in question that renders reliance unwarranted.

Directors are not deemed to have the duties of trustees of a trust with respect to the School or with respect to any property held or administered by the School, including property that may be subject to restrictions imposed by the donor or transferor of the property.

3.12. Duty to Avoid Improper Distributions. Directors who vote for or assent to improper distributions, are jointly and severally liable to the School for the value of improperly distributed assets, to the extent that debts, obligations, and liabilities of the School are not thereafter paid and discharged. Any distribution made when the School is insolvent, other than in payment of corporate debts, or any distribution that would render the School insolvent is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for all known debts, obligations, and liabilities, is also improper. Directors participating in a Board meeting at which the improper action is taken are presumed to have assented, unless they dissent in writing. The written dissent must be filed with the Corporation Secretary before adjournment or mailed to the Corporation Secretary by registered mail or email immediately after adjournment.

A Director is not liable if, in voting for or assenting to a distribution, the Director (1) relies in good faith and with ordinary care on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more officers or employees of the School; legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; or a committee of the Board of Directors of which the Director is not a member; (2) while acting in good faith and with ordinary care, considers the assets of the School to be at least that of their book value; or (3) in determining whether the School made adequate provision for payment, satisfaction, or discharge of all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or

obligations. Furthermore, Directors are protected from liability if, in the exercise of ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for the School.

Directors who are held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper. Contribution is in proportion to the amount received by each such person.

3.13. Delegation of Duties. The Board of Directors are 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 School; and to sell, transfer, or otherwise dispose of the School's assets and properties at a time and for a consideration that the advisor deems appropriate. The 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.

3.14. Compensation. Directors may not receive salaries or compensation for their services as a Director, but shall be eligible to receive volunteer service hours for their time as a Director. A Director may serve the School in any other capacity and receive compensation for those services. The Board of Directors may authorize the reimbursement of expenses incurred by any Board Member in the performance of official business for the school or the Board of Directors as further noted in Section 7.10 of these Bylaws.

3.15. Consulting Directors, Term and Qualifications. The Board of Directors may elect consulting directors as the Board sees fit, but in no event shall the number of consulting directors be greater than the number of regular Board Members then in office. The consulting directors shall not have a vote on any issues brought before the Board of Directors or a committee appointed by the Board of Directors, but may attend all Board of Directors meetings and participate in the discussion like the regular directors. The term of office for consulting directors shall be one (1) year. Consulting directors (i) should exemplify a life of faith and loyalty to the Word of God; (ii) should have a sincere interest in the spiritual life and Christian education of children; and (iii) must have some association with the School.

ARTICLE 4

OFFICERS OF THE BOARD OF DIRECTORS

4.01 The Board of Directors shall annually elect Officers of the Board from among its members. The Officers and their duties shall be limited to the following:

- a) Board Chairman. The Board Chairman shall preside at all Board meetings and perform such other duties as approved by the Board. The Board Chairman shall be the principal point of contact with the Board when the Board is not in session. The Board Chairman shall be the principal point of contact with the Head of School.

- b) Board Vice Chairman. The Board Vice Chairman shall perform the duties of the Board Chairman in the latter's absence, disability, or refusal to act. When so acting, the Board Vice Chairman shall have all powers of and be subject to all the restrictions upon the Board Chairman.
 - c) Board Secretary. The Board Secretary shall cause to be recorded the minutes of any and all meetings of the Board. The Board Secretary shall have custody of the Board records and documents and shall conduct necessary correspondence and perform other duties associated with the office.
 - d) Board Treasurer. The Board Treasurer shall review the monthly and year-end financial statements and give a monthly report to the Board of Directors. The Board Treasurer shall be a part of GCA financial audits and shall serve on all financial committees of the Board of Directors.
- 4.02 Removal. Any Officer elected or appointed to office may be removed by the affirmative vote of three-fourths of the remaining Directors, and a successor may be appointed, by the Board whenever in its judgment the best interests of the Corporation will be so served.

ARTICLE 5

OFFICERS OF THE CORPORATION ("SCHOOL")

5.01 Officer Positions. The officers of the School shall be *a President, a Vice-President, a Secretary, and a Treasurer*. The Board of Directors may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. The same person, except the offices of President and Secretary, may hold any two or more offices.

5.02 General Duties. All officers and agents of the School, as between themselves and the School, shall have such authority, perform such duties, and manage the School as may be provided in these Bylaws or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

5.03 Election and Term of Office. The Board of Directors at its regular annual meeting shall elect the officers of the School. If the election of officers is not held at this meeting, the election shall be held as soon thereafter as is convenient. Each officer shall hold office for one year or until a successor is duly selected and qualified. An officer may be elected to succeed himself or herself in the same office.

5.04 Removal. Except as may otherwise be provided by written agreement with an officer, the Board of Directors, with or without good cause, may remove any officer elected or appointed by the Board of Directors with an affirmative vote of three-fourths of the Directors. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer.

5.05 Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, the Corporation President, or the Corporation Secretary. Such resignation shall take effect at the time specified in the notice, and, unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. Such resignation shall be without prejudice to the contract rights, if any, of the School.

5.06 Vacancies. The Board of Directors may fill the vacancy in any office for the unexpired portion of that officer's term or, if the officer position is not filled, for the period of time through the date of the next regular officer election.

5.07 Corporation President / Head of School. The President shall be the chief executive officer and the chief operating officer of the School and an ex-officio, non-voting member of the Board of Directors. The President shall report to and be accountable to the Board of Directors in matters of vision, direction, policy, educational standards, curriculum, and shall supervise and control all of the business and affairs of the School. The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed. However, the President may not execute instruments on behalf of the School if this power is expressly delegated to another officer or agent of the School by the Board of Directors, the Bylaws, or statute. The President shall perform other duties prescribed by the Board of Directors and all duties incident to the office of President. The President shall be a born-again believer and subscribe without reservation to the school's foundational documents.

He or she shall be a Christian role model in the school and community. The President shall be appointed each year after careful consideration of his or her spiritual and academic qualifications and the annual Board-conducted evaluation based on the Board-approved job description and other factors. The President, in consultation with the Board Chairman, shall prepare an agenda for regular meetings of the Board of Directors.

5.08 Corporation Vice President. The Principal shall serve as a Vice-President of the School. When the President is absent, is unable to act, or refuses to act, a Vice President may perform the duties of the President. When a Vice President acts in place of the President, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. If there is more than one Vice President, the Vice Presidents shall act in place of the President in the order of the votes received when elected. A Vice President shall perform other duties as assigned by the President or Board of Directors. The Vice President shall be a born-again believer and subscribe without reservation to the school's foundational documents. He or she shall be a Christian role model in the school and community. The Vice President shall be appointed each year after careful consideration of his or her spiritual and academic qualifications.

5.09 Corporation Treasurer. The Treasurer shall be a born-again believer and subscribe without reservation to the school's foundational documents. He or she shall be a Christian role model in the school and community. The Treasurer shall be appointed each year after careful consideration of his or her spiritual and academic qualifications. The Treasurer shall ensure the following:

- a) Have charge and custody of and be responsible for all funds and securities of the School.
- b) Receive and give receipts for moneys due and payable to the School from any source.
- c) Deposit all moneys in the name of the School in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Board of Directors, the Chairman or the President.
- d) Write checks and disburse funds to discharge obligations of the School.
- e) Maintain the financial books and records of the School.
- f) Prepare financial reports at least annually.
- g) Perform other duties as assigned by the President or by the Board of Directors.
- h) If required by the Board of Directors, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board of Directors.
- i) Perform all the duties incident to the office of Treasurer.

5.10 Corporation Secretary. The Secretary shall be a born-again believer and subscribe without reservation to the school's foundational documents. He or she shall be a Christian role model in the school and community. The Secretary shall be appointed each year after careful consideration of his or her spiritual and academic qualifications. The secretary shall:

- a) Perform duties as assigned by the Corporation President or by the Board of Directors.
- b) Perform all duties incident to the office of secretary.

5.11 Assistant Officers. The Board of Directors may appoint one or more assistant Secretaries and one or more assistant Treasurers. Each assistant Secretary and each assistant Treasurer shall hold office for such period as the Board of Directors may prescribe. Any assistant Secretary may perform any of the duties or exercise any of the powers of the Secretary or otherwise as occasion may require in the administration of the business and affairs of the School, and any assistant Treasurer may perform any of the duties or exercise any of the powers of the Treasurer at the request or in the absence or disability of the Treasurer or otherwise as occasion may require in the administration of the business and affairs of the School. Each assistant Secretary and each assistant Treasurer shall perform such other duties and/or exercise such other powers, if any, as the Board of Directors shall prescribe. To establish the authority of an assistant Secretary or an assistant Treasurer to take any action on behalf of the School in place of the Secretary or the Treasurer, as the case may be, it shall not be necessary to furnish proof of any request by, or of the absence or disability of, the Secretary or Treasurer or any other assistant Secretary or assistant Treasurer, respectively. The assistant officers shall be born-again believers and subscribe without reservation to the school's foundational documents. He or she shall be a Christian role model in the school and community. The assistant officers shall be appointed each year after careful consideration of his or her spiritual and academic qualifications.

5.12 Disallowed Payments. Any payments made to an officer of the School, such as an expense reimbursement incurred by the officer, which is disallowed in whole or in part as an acceptable expense by the Internal Revenue Service ("IRS"), shall be reimbursed by such officer to the School to the full extent of such disallowance. It shall be the duty of the Directors, as a Board, to enforce payment of each such amount disallowed.

ARTICLE 6 **MEETINGS**

6.01 Annual Meeting. The annual meeting of the Directors shall be held on or before June 1st in the registered office of the School, unless the Board of Directors notifies the Directors otherwise, and at such time as the Board of Directors may determine. Notice of the annual meeting of the Board of Directors is required at least ten (10) and no more than sixty (60) days in advance of the meeting. Such notice may be in writing, by e-mail, or other reasonable means.

6.02 Regular Meeting. During the school year, the Board of Directors may provide for regular, monthly meetings by resolution stating the time and place of such meetings. The meetings shall be held in the registered office of the School, unless the Board of Directors notifies the Directors otherwise. The School shall give notice of the date, time and location of any regular meeting.

6.03 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Board Chairman, the Executive Committee, or any two Directors. A person or persons authorized to call special meetings of the Board of Directors may fix any place within Licking County, Ohio, unless a majority of the Board of Directors consents otherwise, in writing. The person or persons calling a special meeting shall notify the Board Secretary of the information required to be included in the notice of the meeting. The Board Secretary shall give notice to the Directors as required by Section 6.09. Written or printed notice of any special meeting of the Board of Directors shall be delivered to each director not less than two (2) days before the date of the meeting, although this notice requirement may be waived by resolution of the Board of Directors. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called.

6.04 Action by Consent of Board of Directors Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, and with the same force and effect as a unanimous vote of Directors, if all members of the Board of Directors consent in writing or by e-mail to the action. Such consent may be given individually or collectively.

6.05 Quorum. A majority of the number of Directors then in office (ranging from seven to twelve per these Bylaws) shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. 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 by a vote unless there is a quorum present. If due to vacancies there are not sufficient Board Members to constitute a quorum as provided in these Bylaws, those Board Members may not transact any business except the filling of vacancies on the Board.

6.06 Conduct of Meetings and Board Chairman. The Board of Directors shall appoint a Chairman annually and may also appoint a Vice Chairman of the Board of Directors. At every meeting of the Board of Directors, the Board Chairman shall preside, and if not, the Vice Chairman. When the Board Secretary is absent from any meeting, the Chairman, or the person presiding, may appoint any person to act as Secretary of the meeting

Meetings of the Board of Directors shall be governed by Robert's Rules of Order Newly Revised (Tenth Edition).

6.07 Actions of Board of Directors. The Board of Directors shall try to act by consensus. However, the vote of a majority of Directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or the Bylaws. A Director who is present at

a meeting is considered to be voting 'aye' for the purpose of determining the decision of the Board of Directors unless the Board Member dissents or abstains due to a stated conflict of interest according to Board policy.

6.08 Notices. Any notice required or permitted by the Bylaws to be given to a Director, officer, or committee member of the School may be given in any manner allowed by the Act. Notice of a meeting that is: (1) mailed is considered to be given on the date notice is deposited in the United States mail with postage paid in an envelope addressed to the person at the person's address as it appears on the records of the School; and (2) transmitted by facsimile or electronic message is considered to be given when the facsimile or electronic message is transmitted to a facsimile number or an electronic message address provided by the person, or to which the person consents, for the purpose of receiving notice. If notice is served by facsimile or electronic message, the person giving notice shall retain any records produced showing actual delivery to the appropriate number or electronic message address. A person may designate his or her preferred notice method and shall provide all necessary information regarding the same by giving written notice to the Secretary of the School. The person serving the notice may give notice by any reasonable means authorized by the Act or these Bylaws.

6.09 Signed Waiver of Notice. Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Certificate of Formation or the Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

6.10 Waiver of Notice by Attendance. The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

6.11 Meeting by Telephone or other "Electronic Means". The Board of Directors, and any committee of the School, may hold a meeting by telephone conference call or other "electronic means" in which all persons participating in the meeting can hear each other or otherwise communicate concurrently. The notice of an "electronic means" conference must state the fact that the meeting will be held by electronic means as well as all other matters required to be included in the notice. Participation of a person in a telephone conference call or by other "electronic means" constitutes presence of that person at the meeting.

6.12 Voting by Proxy. A Director may not vote by proxy.

ARTICLE 7 **COMMITTEES**

7.01. Establishment of Committees. The Board of Directors shall operate using a Standing Committee and ad hoc committee system. A committee shall include two or more Directors and may include persons who are not Directors. The Board Chairman and the Corporation President shall be ex-officio members of all committees. If the Board of Directors

delegates any of its authority to a committee, the majority of the committee shall consist of Directors. With the exception of the Executive Committee, the Board of Directors may establish qualifications for membership on a committee. The Board of Directors may delegate to the Board Chairman its power to appoint and remove members of a committee that has not been delegated any authority of the Board of Directors. The establishment of a committee or the delegation of authority to it shall not relieve the Board of Directors, or any individual Director, of any responsibility imposed by the Bylaws or otherwise imposed by law. No committee shall have the authority of the Board of Directors to:

- a) Amend the Articles of Incorporation;
- b) Adopt a plan of merger or a plan of consolidation with another corporation;
- c) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the School;
- d) Authorize the voluntary dissolution of the School;
- e) Revoke proceedings for the voluntary dissolution of the School;
- f) Adopt a plan for the distribution of the assets of the School;
- g) Amend, alter, or repeal the Bylaws;
- h) Elect, appoint, or remove a member of a committee or a Director or officer of the School;
- i) Approve any transaction to which the School is a party and that involves a potential conflict of interest as defined in paragraph 8.05 below; and
- j) Take any action other than make recommendations to the Board of Directors.
- k) Take any action outside the scope of authority delegated to it by the Board of Directors.

7.02. Executive Committee. The Chairman, Vice Chairman, Board Secretary, Board Treasurer, and the Corporation President shall constitute the Executive Committee of the Board of Directors. The Executive Committee shall have and exercise the authority of the Board of Directors between meetings of the Board of Directors when a quorum of Board Members cannot meet to resolve an urgent issue. The meeting content will be communicated to the entire Board of Directors prior to the meeting and any action taken will be communicated to the entire Board of Directors within 24 hours. The Chairman of the Board of Directors shall serve as the Chairman of the Executive Committee.

7.03. Finance Committee. The matter of controlling, managing, investing, and disposing of the property of the School for the purpose of earning an income as distinguished

from applying property and funds to charitable purposes, may be exclusively vested in a finance committee that will consist of three directors, who will be elected by majority vote of the Board of Directors.

7.04. Term of Office. Each member of a committee shall serve on a one-year term for the school year. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term.

7.05. Committee Chair and Vice-Chair. One member of each committee shall be designated as the chair of the committee and another member of each committee shall be designated as the vice-chair. The committee chair and vice-chair shall be appointed by the Board Chairman. The committee chair shall call and preside at all meetings of the committee. When the committee chair is absent, is unable to act, or refuses to act, the committee vice-chair shall perform the duties of the committee chair. When a committee vice-chair acts in place of the committee chair, the vice-chair shall have all the powers of and be subject to all the restrictions upon the chair. The committee chair shall ensure minutes of each meeting are recorded and forwarded to the school office.

7.06. Notice of Meetings. Written or printed notice of a committee meeting shall be delivered to each member of a committee not less than ten (10) nor more than sixty (60) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, and the purpose or purposes for which the meeting is called.

7.07. Quorum. A majority of the number of members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members 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 committee members required to constitute a quorum. If a quorum is present at no time during a meeting, the chair may adjourn and reconvene the meeting one time without further notice.

7.08. Actions of Committees. Committees shall try to take action by consensus. However, the vote of a majority of committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or the Bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the committee.

7.09. Proxies. A committee member may not vote by proxy.

7.10. Compensation. Committee members may not receive salaries for their services. The Board of Directors may adopt a resolution providing for payment to committee members of expenses of attendance, if any, for attendance at each meeting of the committee.

7.11. Rules. Each committee may adopt rules for its own operation not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

ARTICLE 8

TRANSACTIONS OF THE CORPORATION

8.01 Contracts. The Board of Directors may authorize any officer or agent of the School to enter into a contract or execute and deliver any instrument in the name of and on behalf of the School. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the School will be signed by such officer or officers, agent or agents of the School and in such manner as the Board of Directors will from time to time by resolution determine.

8.02 Deposits. All funds of the School shall be deposited to the credit of the School in banks, trust companies, or other depositories that the Board of Directors selects.

8.03 Gifts. The Board of Directors may accept on behalf of the School any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the School. The Board of Directors shall maintain a Gift Acceptance Policy.

8.04 Loans and Related Parties. The School shall not make any loan to a Director or Officer of the School.

8.05 Affiliated Transactions. No contract or transaction between the School and one or more of its Directors or officers, or between the School and any other corporation, partnership or association or other organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall be void or voidable solely for this reason, if:

a) The material facts concerning the financial interests are disclosed to the Board of Directors or committee and the Board of Directors or committee authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Directors or committee members;

b) The contract or transaction is fair to the School at the time of the approval. Nothing herein shall prevent retroactive approval of a transaction; or

c) The interested Director or committee member that is present may be counted towards a quorum for purposes of voting on the contract or transaction. The interested Director or committee member may participate in the discussion of the matter, but may not vote;

8.06 Prohibited Acts. As long as the School is in existence, and except with the prior approval of the Board of Directors no Director, officer, or committee member of the School shall:

- a) Do any act in violation of the Bylaws or a binding obligation of the School.
- b) Do any act with the intention of harming the School or any of its operations.
- c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the School.
- d) Receive an improper personal benefit from the operation of the School.
- e) Use the assets of this School, directly or indirectly, for any purpose other than carrying on the business of this School.
- f) Wrongfully transfer or dispose of School property, including intangible property such as good will.
- g) Use the name of the School (or any substantially similar name) or any trademark or trade name adopted by the School, except on behalf of the School in the ordinary course of the School's business.
- h) Disclose any of the School's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

8.07 No Unlawful Discrimination. The School, by and through the operation of its educational schools, admits students and employs staff of any race, color, national and ethnic origin, or sex (biological sex of man or woman as defined in Genesis 1:26-27) with all the rights, privileges, programs, and activities generally accorded or made available to students and staff of the School. The School does not discriminate on the basis of race, color, national and ethnic origin, and sex (biological sex of man or woman as defined in Genesis 1:26-27) in administration of its educational policies, admissions policies, scholarship and loan programs, ~~and~~ athletics and other school-administered programs, and hiring practices. Pursuant to applicable federal and state law, the School may discriminate on the basis of religion with respect to (i) students who, in the determination of the School, possess and exemplify a religion or religious belief philosophy that is a harmful deviation in the belief system of and detrimental to the interests of the School; and (ii) employees whose functions serve the School's spiritual and religious-based education missions or whose duties consist of teaching, spreading the School's faith, the School's governance, supervision of a religious order, or supervise or participate in the School's religious education mission.

ARTICLE 9

BOOKS AND RECORDS

9.01. Required Books and Records. The School office shall keep correct and complete books and records of account. The School's books and records shall include:

- a) A file-endorsed copy of all documents filed with the Ohio Secretary of State relating to the School, including, but not limited to, the Articles of Incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
- b) A copy of the Bylaws, and any amended versions or amendments to the Bylaws.
- c) Minutes of the proceedings of the Board of Directors, and committees having any of the authority of the Board of Directors.
- d) A list of the names and addresses of the Directors, officers, and any committee members of the School.
- e) A financial statement showing the assets, liabilities, and net worth of the School at the end of the three most recent fiscal years.
- f) A financial statement showing the income and expenses of the School for the most recent fiscal years.
- g) All rulings, letters, and other documents relating to the School's federal, state, and local tax status.
- h) The School's federal, state, and local information or income tax returns for each of the School's three most recent tax years.

9.02. Inspection and Copying. A Director or officer of the School may, as provided below, inspect and receive copies of books and records of the School required to be kept by the Bylaws. A Director or officer may inspect or receive copies if the person has a proper purpose related to the person's interest in the School and if the person submits a request in writing stating the proper purpose. Only books and records relevant to the proper purpose may be inspected or copied. For purposes of this provision, "relevant" means supporting or evidencing the proper purpose identified in the request. As allowed under applicable law, and to protect the interests of the School, and as a condition precedent to any inspection or copying of confidential, proprietary, or trade secret books and records, the School shall have the right to require that the person requesting the records execute a Nondisclosure or Confidentiality Agreement relating to the nondisclosure of the books and records inspected or copied. A person entitled to inspect the School's books and records may do so at a reasonable time no later than required by Internal Revenue Regulation after the School's receipt of a proper written request. The Board of Directors may establish reasonable fees for copying the School's books and records by members. The fees may cover the cost of materials and labor, but may not exceed the Internal Revenue Service guidelines for providing copies. The Internal Revenue Service requires that copies to be made available to the legitimate, requesting public. The School shall receive and respond as required by Internal Revenue Service guidelines to requests from the public for copies of the School's Form 1023 and Form 990. The School shall maintain a file containing all documents required by the Internal Revenue Service to be made available to the public.

ARTICLE 10
FISCAL YEAR

The fiscal year of the School shall begin on July 1 and end on June 30 of the following year.

ARTICLE 11
INDEMNIFICATION

To the full extent permitted by the Act and/or other applicable law governing indemnification, the School may indemnify any director or officer who was, is, or is threatened to be named a defending or respondent in litigation or other proceeding because the person is or was a director or officer of the School.

11.01 When Indemnification is Required, Permitted, and Prohibited.

a) The School shall indemnify a director, officer, committee member, employee, or agent of the School who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the School, and such indemnification shall be to the maximum extent allowed by the Act or other applicable law. For the purposes of this article, an agent includes one who is or was serving at the request of the School as a director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the School shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the School's best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The School shall not indemnify a person who is found liable to the School or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if a court of competent jurisdiction has adjudged the person liable and all appeals have been exhausted.

b) The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the School.

c) The School shall pay or reimburse expenses incurred by a Director, officer, committee member, employee, or agent of the School in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the School when the person is not a named defendant or respondent in the proceeding.

d) In addition to the situations otherwise described in this paragraph, the School may indemnify a Director, officer, committee member, employee, or agent of the School to the extent permitted by law. However, the School shall not indemnify any person in any situation in which indemnification is prohibited by the terms of paragraph 9.01(a), above.

e) Before the final disposition of a proceeding, the School may pay indemnification expenses permitted by the Bylaws and authorized by the School. However, the School shall not pay indemnification expenses to a person before the final disposition of a proceeding if: the person is a named defendant or respondent in a proceeding brought by the School or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

f) If the School may indemnify a person under the Bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the School, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

11.02. Procedures Relating to Indemnification Payments.

a) Before the School may pay any indemnification expenses (including attorney's fees), the School shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in paragraph 9.02(c), below. The School may make these determinations and decisions by any one of the following procedures:

i. Majority vote of a quorum consisting of Directors who, at the time of the vote, are not named defendants or respondents in the proceeding.

ii. If such a quorum cannot be obtained, by a majority vote of the Board of Directors, designated to act in the matter by a majority vote of all Directors, consisting solely of two or more Directors who at the time of the vote are not named defendants or respondents in the proceeding.

iii. Determination by special legal counsel selected by the Board of Directors by vote as provided in paragraph 9.02(a)(i) or 9.02(a)(ii), or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Directors.

b) The School shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by paragraph 9.02(a)(iii), above, governing the selection of special legal counsel. A provision contained in the Certificate of Formation, the Bylaws, or a resolution of members or the Board of Directors that requires the indemnification permitted by paragraph 9.01, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

c) The School shall pay indemnification expenses before final disposition of a proceeding only after the School determines that the facts then known would not preclude indemnification and the School receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under paragraph 9.02(a), above. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the Bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the School if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.

ARTICLE 12

AMENDMENTS TO BYLAWS

Except for Section 2.03, the Statement of Faith, the Board of Directors may alter, amend, or repeal, or enact new Bylaws. The notice of any meeting at which the Bylaws are altered, amended, or repealed, or at which new Bylaws are adopted shall include the text of the proposed Bylaw provisions (or an identification of where such provisions may be reviewed, such as a web-link or the like, if permitted by the Act) as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions. Notwithstanding anything to the contrary contained herein, including the preceding sentence, no alteration, amendment or repeal of the Articles of Incorporation or Bylaws or the adoption of new Bylaws, which purport to remove or cause the removal of the voting Director seat appointed by the Elders of Spring Hills Baptist Church shall be valid without the unanimous vote of the entire Board of Directors and an affirmative vote of the Senior Pastor and the Elders of Spring Hills Baptist Church. Section 2.03, Statement of Faith, can only be amended or removed from the Bylaws by the unanimous consent of all Directors then in office and by all the Elders of the Church.

ARTICLE 13

MANDATORY DISPUTE RESOLUTION

13.01. Mandatory Dispute Resolution. In keeping with 1 Corinthians 6:1-8, Matthew 5:23-24 and Matthew 18:15-20 all disputes which may arise between anyone bound by these Bylaws and the School itself, or between any Director, officer, employee, volunteer, agent, or other agent of this School, shall be resolved by mediation, and if not resolved by mediation, then by binding arbitration under the procedures and supervision of the Rules of Procedure for Christian Conciliation, Peacemakers Ministries. In the event that this group ceases to exist during the course of this Agreement, arbitration under this section shall be conducted according to the rules of the American Arbitration Association. Judgment upon an arbitration award may be entered in any court otherwise having jurisdiction. The parties each agree to bear their own initial costs related to any mediation or arbitration proceeding including payment of their own attorneys' fees. Ultimate responsibility for such fees and expenses will however be an agreed

issue for consideration in the mediation, and if the matter proceeds to arbitration will be determined by the arbitrator. Either party may file a motion seeking temporary injunctive relief from a court of competent jurisdiction in order to maintain the status quo until the underlying dispute or claim can be submitted for mediation or arbitration.

13.02. Enforcement. If a dispute may result in an award of monetary damages that could be paid under a School insurance policy, then use of the conciliation, mediation, and arbitration procedure is conditioned on acceptance of the procedure by the liability insurer of the School and the insurer's agreement to honor any mediation, conciliation or arbitration award up to any applicable policy limits. The mediation, conciliation, and arbitration process is not a substitute for any disciplinary process set forth in the Bylaws of the School, and shall in no way affect the authority of the School to investigate reports of misconduct, to conduct hearings, or to administer discipline of members.

ARTICLE 14

MISCELLANEOUS PROVISIONS

14.01 Legal Authorities Governing Construction of Bylaws, Venue. The Bylaws shall be construed in accordance with the laws of the State of Ohio. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. Any legal proceeding or dispute arising from or related to these Bylaws or by or between Board Members, committee members, or officers and arising from or related to these Bylaws shall be enforced in a court of competent jurisdiction in Licking County, Ohio, which shall constitute the county of mandatory venue for such proceedings or disputes. All interested persons waive the right, if any, to remove to a federal court, any legal proceeding arising from or related to these Bylaws.

14.02 Legal Construction. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

14.03 Headings. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

14.04 Gender. Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

14.05 Seal. The Board of Directors may provide for a corporate seal.

14.06 Power of Attorney. A person may execute any instrument related to the School by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the School to be kept with the School's records.

July 1, 2019

14.07 Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the Directors, officers, committee members, employees, and agents of the School and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

ARTICLE 15 **DISSOLUTION**

Upon dissolution, the Board of Directors shall select (an) organization(s) that serve(s) similar exempt and religious purposes as the School and is (are) qualified as exempt from taxes under Section 501(c)(3) of the Code and all School assets shall be distributed to the organization(s). Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the School is then located, exclusively for such purposes or to such religious organization or organizations, as said court shall determine which are organized and operated exclusively for such similar exempt and religious purposes.

CERTIFICATE OF SECRETARY

I hereby certify that I am duly elected and acting Secretary of said Corporation and that the foregoing amended and restated Bylaws, comprised of 23 pages, constitute the Bylaws of said School as duly adopted by the School at a meeting of the Board of Directors held on the 1st day of July, 2019.

DATED: 8/23/2019

Esther K. Throckmorton

[Signature]

Secretary of the Corporation