

BYLAWS (CONSTITUTION) OF THE SIMCOE COUNTY CHRISTIAN HIGH SCHOOL SOCIETY

1.0 BYLAW NO. 1

A Bylaw relating generally to the constitutional affairs of the Christian Education Association.

Preamble. Believing that it is our duty and privilege as Christians to provide Christian education for our community and believing that this can best be accomplished by concerted action, we do hereby make and adopt the following Articles of Incorporation, to wit:

1.1 Name

This organization shall be known as Simcoe County Christian High School Society (hereinafter referred to as the Society).

1.2 Basis

The basis of the Society shall be the infallible Word of God, consisting of the Old and New Testaments, as confessed in articles 1- 9 of the Belgic Confession.

FOUNDATIONAL GUIDELINES - CHRISTIAN EDUCATION - A UNIQUE VISION

We believe that the Lord God, by graciously giving us the Scriptures, has revealed to His people ordering principles intensely relevant to education, and mandates us to bring the whole Word of God to bear in all its power upon education. We confess the following:

- 1.2.1 **LIFE:** Human life in its entirety is religious, since God created us to serve Him everywhere. This requires us to educate children for His service.
- 1.2.2 **BIBLE:** The Bible, as the written Word of God, is the Truth by which the Holy Spirit enlightens our understanding of God, ourselves and the world; and the infallible authority by which He directs and governs all our activities, including the education of our children.
- 1.2.3 **CREATION:** The origin, gracious preservation, and ultimate restoration of the world is the work of the Triune God, and its purpose is to glorify the name of God. Therefore, we can understand the world rightly only in its relationship to God.
- 1.2.4 **HUMANITY:** We were created in the image of God to enjoy covenantal fellowship with our Creator and to reflect in our person and works the excellencies of our Maker. We were instructed to exercise stewardship over the world in loving obedience to God and to interpret all reality in accordance with His design and law.

- 1.2.5 SIN: Sin is disobedience of God's law. By sinning, we estranged ourselves from God and our neighbour, and brought God's curse upon the creation. As a result, we have become corrupt in heart and blind to the true meaning of life, and we repress the knowledge of God which confronts us in creation and in Scripture.
- 1.2.6 JESUS CHRIST: Jesus Christ, the Son of God, of whom the Scriptures testify, is truly God and fully human. Through His atoning death, He has reconciled the whole creation to God. He redeems and renews every part of the lives of all those who believe in Him and gives them His Spirit in every way to live for God and their neighbour by His Word and Spirit. He redirects our understanding so that we may truly know God, ourselves, and the world.
- 1.2.7 THE KINGDOM OF GOD: The Kingdom of God is God's righteous and universal reign through Jesus Christ, whose rule calls His subjects to make every word, thought, and deed subservient to Christ. In obedience to Christ's rule, we submit every area of life to Him and reject every attempt to withdraw any aspect of life from the divine commandment to love the Lord with all our heart and mind.
- 1.2.8 PURPOSE OF EDUCATION: The purpose of Christian education is to direct and guide children to commit their whole being to Christ, the Truth; to attain understanding, wisdom and righteousness; to develop the gifts God has given each one of them; and to perform their competent and responsible service to the Lord in church, society, and school.
- 1.2.9 PARENTS AND THE CHRISTIAN COMMUNITY: God has given parents the responsibility to nurture and educate their children. The Christian community and Christian parents must enable and support Christian education.
- 1.2.10 THE CHILD: Children, entrusted by God to parents, need loving guidance, encouragement, instruction, and correction. Christian children share in the promises and demands of the Gospel and ought to receive a Christian education that they may follow wholeheartedly after God.
- 1.2.11 THE TEACHER: Christian teachers, both in obedience to God and in cooperation with parents, have a unique responsibility to educate children in the school. Their conduct and lifestyle must be that of a disciple of Jesus Christ
- 1.2.12 THE CHRISTIAN SCHOOL: The Christian school is established and controlled by an association of Christian believers in accordance with legitimate standards and provisions, and possesses the freedom to educate in total and voluntary submission to Christ the King.

1.3 Purpose

The purpose of the Society is the establishment and maintenance of a school or schools for Christian secondary education in the County of Simcoe and elsewhere, the promotion of other associated activities, and the promotion of Christian instruction by way of school education, in accordance with the basis of the Society.

1.4 Membership

- 1.4.1 All persons 18 years of age or older, who agree with the Basis and Purpose and who contribute the full membership fee as determined by this society or more annually and are actively attending a Christian church are eligible for membership.
- 1.4.2 Membership includes the privilege of voting at meetings of the Society as well as the obligation of readiness to participate in the activities of the Association. Each family in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members. No proxy voting shall be allowed except as enumerated in the Bylaws.
- 1.4.3 A membership terminates by written resignation to the secretary of the Board; by non-payment of membership dues; or by a decision of the Board, approved by a membership meeting.
- 1.4.4 In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him or her to the Society prior to acceptance of the resignation.

1.5 Article V - Amendment

Bylaw No. 1 is a general bylaw and can only be amended as follows:

The amendment shall be read and discussed at two consecutive meetings of the Society and be presented for final approval at a following third meeting. The notice of this meeting shall state the matter to be voted on. The amendment shall be approved by a 75-percent majority of the members present at such meeting. Each of the three meetings shall be duly called in accordance with Bylaws No. 1 and No. 2.

ENACTED this 31th day of January, 2002

Chairperson

Secretary

2.0 BYLAW NO. 2

A Bylaw relating generally to the transaction of the affairs of the Society.

2.1 Head Office

The Head Office of the Simcoe Christian High School Society (hereinafter referred to as the Society) shall be in the County of Simcoe, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

2.2 The Seal

The Seal, which is stamped in the margin, shall be the corporate seal of the Society.

2.3 Board of Directors

The affairs of the Society shall be managed by a Board of Directors, each of whom at the time of his/her election or within ten days thereafter and throughout his/her term of office shall be a member of the Society. The duties of the Board of Directors shall be as set out below.

2.4 Duties of the Board of Directors

The Board of Directors shall perform the following duties:

- 2.4.1 Determine Society policies in harmony with the Objects and Bylaws and in accordance with the Society's decisions.
- 2.4.2 Employ and appoint administrators and other personnel qualified to carry out the programs and policies of the Society.
- 2.4.3 Devise ways and means of obtaining the necessary funds for carrying out the programs and policies of the Society and determining how these funds shall be disbursed.
- 2.4.4 Appoint one or more of its own members, or a special committee, as it may deem necessary, to carry out a review in order to assure itself that the programs and policies of the Society are faithfully carried out.
- 2.4.5 Appoint out of its own membership such committees as it may deem necessary for the performance of its duties. Such appointments shall be made annually. Additional committee members may be appointed from within the Society's membership.

2.5 Qualifications for a Director

- 2.5.1 To qualify for the office of director, a person must be twenty-one years of age or more, and must have been a member of the Society for at least one full year.

2.5.2 The office of a director shall be automatically vacated if:

- (1) a director resigns from office by delivering a written resignation to the Secretary of the Society;
- (2) at a special meeting of the Board of Directors, a resolution is passed by two thirds of the members of the Board of Directors that he or she be removed from office, subject to membership approval at the next meeting of the Society;
- (3) on the death of a director;
- (4) the director ceases to be a member of the Society.

2.6 Election and Term of Office

2.6.1 Not more than eleven directors shall be elected from among the members of the Society at its first stated meeting. The term of office shall be for three years, with members eligible for a maximum of two consecutive terms. In order that Board members may retire in proper succession, the first elected Board will self-determine the assignment of 3, 2, and 1 year terms.

2.6.2 Directors shall be elected at the Annual Meeting of the Society.

2.6.3 Nominations for the Board of Directors

The members of the Society have the right and responsibility to submit to the Board names of prospective candidates at least six weeks in advance of the election date. These candidates will be considered by the Board before being nominated.

The nominees must be of appropriate moral and Christian standing in the community and must have a direct and substantial interest in the ministry and affairs of the school as evidenced by being a parent of a child enrolled in the school and/or actively committed to furthering the Objects of the Corporation.

The Board shall strive to ensure that all regions within the society are proportionally represented on the Board.

2.7 Vacancies: Board of Directors

A vacancy on the Board of Directors, however caused, may, so long as a quorum of directors remains in office, be filled until the next annual meeting by the directors from among the qualified members of the Society. Such vacancy shall be filled for the remainder of the term at the next annual meeting of the members.

If there is not a quorum of directors, the remaining directors shall forthwith call a meeting

of the Society to fill the vacancy.

2.8 Quorum and Meetings: Board of Directors

A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine, but at least nine times per year. Notice of a Board of Directors' meeting shall be given at least seven days prior to the meeting.

2.9 Errors in Notice: Board of Directors

When there has been an error in giving notice of a Board of Directors meeting, this shall not invalidate the meeting or the decisions made at such a meeting.

2.10 Voting: Board of Directors

Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chairperson, in addition to his or her original vote, shall have a second or deciding vote. All votes at any such meeting shall be taken in the usual way by assent or dissent. In the absence of the Chairperson these duties may be performed by the Vice-Chairperson or such other director as the Board of Directors may from time to time appoint for the purpose.

2.11 Powers: Board of Directors

The directors of the Society may administer all the affairs of the Society, may make lawful contracts in the name of the Society, and may act for the Society in all things in harmony with the objects and Bylaws.

However, in the following matters the directors must be authorized by prior resolution of a meeting of the members:

1. Approval of the annual budget.
2. Approval of expenditures in excess of 10 percent above the budget, where such expenditures have not been approved in principle by the budget.
3. Approval of major capital expenditures.
4. Approval of major changes in programs or policies.
5. Approval of sale, mortgage, leasing or purchase of lands or buildings.

2.12 Remuneration of Directors

The directors shall receive no remuneration for acting as such; provided that directors may be reimbursed for reasonable expenses incurred in the performance of their duties.

2.13 Officers of the Society

At a set meeting each year, subsequent to the stated annual meeting, the Board of Directors shall elect the following officers: Chairperson, Vice-Chairperson, Secretary, and Treasurer.

2.13.1 The Chairperson shall preside at all meetings of the members of the Society and of the Board of Directors. It shall also be the duty of the Chairperson to enforce the provisions of the Bylaws.

The Chairperson may be a member of all committees.

2.13.2 The Vice-Chairperson shall assist the Chairperson whenever possible in the discharge of duties and, in the absence of the Chairperson, take his or her place.

2.13.3 The Secretary shall take care of official documents and the seal of the Society, shall conduct all correspondence, and enter into the records of the Society the minutes of all meetings of the Society and of the Board of Directors after they have been approved. The Secretary shall give notice of meetings to the members and directors.

2.13.4 The Treasurer shall be entrusted with the Society's funds and shall make all disbursements. All monies received by the Treasurer shall be deposited in the name of the Society in an account approved by the Board of Directors, and no disbursements shall be made except by cheque. No payment shall be made without approval of the Board of Directors. The Treasurer shall report regarding the finances of the Society at the stated meetings of the Society.

2.14 Execution of Documents

Deeds, transfers, licenses, contracts and engagements on behalf of the Society shall be signed by the Chairperson or Vice-Chairperson and by the Secretary, and the Secretary shall affix the seal of the Society to such instruments as require the same. Contracts in the ordinary course of the Society's operations may be entered into on behalf of the Society by any person authorized by the Board of Directors.

2.15 Books and Records

2.15.1 The directors shall see to it that all necessary books and records of the Society required by the Bylaws of the Society or by an application of statute or law are regularly or properly kept.

2.15.2 Financial Year: Until changed by resolution of the board, the financial year of the Society shall end on the 31st day of August in each year.

2.15.3 The Directors shall annually appoint one or more auditors. The auditor or auditors shall at all reasonable times have access to all records, documents, books, accounts, and vouchers of the Society and shall report to the Society at the annual

meeting of the Society.

- 2.15.4 In the event of the dissolution of the Corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations, which carry on their work solely in Ontario in the furtherance of Christian education causes.

2.16 Dues

A membership fee shall be set by the Board of Directors from time to time and authorized by the members of the Society. Membership fees shall be paid on a per family basis where family is considered to be parent(s) and children under the age of eighteen.

The payment of such membership fee shall entitle the member to receive the Society's information and to vote in accordance at its special or general membership meetings. The Secretary or Treasurer shall notify the members of the fees at any time payable by them and, if any are not paid within sixty days of the date of such notice, the members in default shall automatically cease to be members of the Association. Upon payment of all unpaid fees, any such members may be reinstated by majority vote of the Board of Directors.

2.17 Meetings of Members

- 2.17.1 The Board of Directors shall call at least two membership meetings each year to transact business, to present annual financial statements, to give annual reports, and to elect directors. The Board of Directors may call additional membership meetings, as they deem necessary. They must call a membership meeting if they are asked to do so by a written request of twenty-five percent of the members of the Association. Notice of the time, place and agenda of every such meeting shall be sent to each member at least ten days before the meeting.

- 2.17.2 Notice of any meeting may be given personally, electronically, by mail, or by private distribution system, such as internal or church distribution system. Notice may be sent to the current address on the books of the Society.

- 2.17.3 Meetings shall be conducted according to Canadian Parliamentary Procedure.

2.18 Errors or Omissions in Notice

When there has been an error in giving notice of a meeting, this shall not invalidate the meeting or the decisions made at such a meeting.

2.19 Quorum of Members

A quorum for the transaction of business at any meeting of members shall consist of not less than twenty-five percent of the membership.

2.20 Voting by Members

At all meetings of members, every question shall be decided by a majority of the members present in person unless otherwise required by the Bylaws of the Society or by the Board. Every question shall be decided by a show of hands unless stipulated otherwise by the Board or the Chair. In case of an equality of votes at any general meeting, the Chairperson shall be entitled to a second or deciding vote. Election for members of the Board of Directors shall be done by ballot.

2.21 Adjournments

Any meetings of the Corporation or of the directors may be adjourned at any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting of which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present thereat.

2.22 Deposit of Securities for Safekeeping

The securities of the Association shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Board of Directors.

2.23 Interpretation

Matters not dealt with by the Bylaws of a procedural nature will be decided upon by the Board of Directors.

2.24 Amendments

Bylaw No. 2 is a general bylaw and can only be amended as follows:

The amendment shall be read and discussed at one meeting of the Society and shall be presented for final approval at the following meeting. The notice of the meeting shall state the matter to be voted on. The amendment shall be approved by a two-thirds majority of the members present at such meeting. Each of the two meetings shall be duly called in accordance with Bylaws No. 1 and No. 2.

3.0 BYLAW NO. 3

A Bylaw relating to specific administrative policies of the affairs of the society.

Article I - Meetings

1. The society shall hold 2 stated meetings each year, one to be held during the fall and the other to be held in the spring of each year. The exact time and place of such meetings is to be set by the board of directors.
2. At the general meeting in the fall, reports on the activities and progress of the society shall be rendered by the senior employees of each of the society's areas of activity, the chairperson of each committee of the board of directors, the secretary and the treasurer of the board of directors.
3. The annual meeting in the spring shall be the principal business session of the year. At this meeting the election of board members shall take place and the board of directors shall present a budget for the ensuing fiscal year. Questions of policy shall be discussed and decided upon at this meeting.
4. Notice of a special meeting shall include a statement of the reasons for calling such a meeting. The agenda for this special meeting is limited to the purpose for which the meeting is called.

Article II - Committee of the Board and Their Duties

Section 1: Appointments

Appointments to the standing and ad hoc committees, subsequent to Bylaw 2, Article IV 5, should be made at the board meeting next following the annual meeting at which new board members are elected.

Section 2: Duties

In general, the committees function to advise the board of directors on matters requiring specialized knowledge and detailed deliberations. Consequently, the board of directors would normally appoint members acquainted with and sensitive to the normal matters handled by each of the committees.

Section 3: Term of Office

The term of office for committee members, except for administrative officers who are permanent members, shall be annual. Each member shall be appointed by the board of directors, but no person shall serve more than six consecutive years on any one committee.

Section 4: Education Committee

This committee shall:

- (a) consist of at least five members of which at least two shall be members of the board of directors. One of the members of the committee shall be the chief administrator or the principal of the society's school or schools, and another, if the functions are distinct, shall be the educational coordinator of the society's educational activities in both the day school and other programs;
- (b) consider all matter relative to the educational programs and policies of the school and make recommendations concerning these to the board of directors;
- (c) consider the qualifications of the candidates for administrative and teaching positions in the society's school or schools and make recommendations concerning the suitability, remuneration and area of responsibility of candidates to the board of directors;
- (d) keep itself informed in regard to the scholastic quality and Christian character of the instruction given, the course of study, discipline, equipment, etc., and make recommendations concerning these and allied matters to the board of directors each year;
- (e) consider and from time to time review the quality and the progress of the staff and the school programs, or recommend that evaluation be undertaken by the principal or others.

Section 5: Finance Committee

This committee shall:

- (a) recommend to the board of directors a budget for the ensuing year;
- (b) make recommendations to the board of directors as to the manner in which the society's activities are to be financed, indicating the various sources of income and how monies are to be collected from these sources;
- (c) assist the treasurer in collecting all dues, fees and assessments;
- (d) make recommendation to the board of directors regarding the need for and the method of administering the business affairs of the society;
- (e) investigate the qualifications of candidates for financial positions, either part or full time, and recommend their duties and remuneration to the board of directors.

Section 6: Public Relations Committee

This committee shall:

- (a) recommend to the board of directors a regular, planned program of action by means of which the cause of Christian education may be advanced and strengthened;
- (b) make the necessary arrangements for carrying out such programs when they have

been approved by the board of directors;

- (c) be primarily responsible for the society's publications;
- (d) investigate the qualifications of the candidates for public relations positions if the board of directors has declared such position open and make recommendations concerning the candidates to the board of directors.

Section 7: Building Committee

This committee shall:

- (a) concern itself with all phases of the proper care, maintenance and adequacy of the buildings, grounds and physical equipment used by the society in carrying out its objects;
- (b) make recommendations to the board of directors concerning the appointment, work and salary of the caretaker and, in cooperation with the chief administrative officer, supervise this work.

Section 8: Transportation Committee

This committee shall:

- (a) recommend to the board of directors a system for safe, efficient, and prompt transportation for the programs of the society;
- (b) make necessary arrangements to implement any program of transportation approved by the board of directors.

Article III - Board Meeting Agenda

Regular Board meetings shall deal with at least these matters:

- (a) Devotions
- (b) Roll Call
- (c) Reading and adoption of minutes of the previous meeting
- (d) Reading of papers and correspondence
- (e) Reports of administrators and standing committees
- (f) Reports of special committees
- (g) Consideration of unfinished business
- (h) Consideration of new business
- (i) Miscellaneous matters
- (j) Adjournment and closing prayer

Article IV - Finances

The funds necessary for the society's activities and programs shall be obtained for the payment of:

- (a) membership fees
- (b) tuition fees
- (c) grants and donations

- (d) business activities performed by the society or its auxiliary groups
- (e) investments
- (f) all other legitimately available sources

Article V - Enrollment

All instruction programs of the society which are open to the general public must be governed by clearly articulated enrollment policies approved by the board of directors upon recommendation of the Education Committee.

Article VI - Staff

1. All administrative officers and staff members shall be appointed by the board of directors after a careful consideration of their Christian commitment and their qualifications to fill the vacant positions. They shall be appointed upon such terms and conditions (except as herein expressly provided) as the board of directors may determine.
2. All administrative officers and members of the staff must declare their unconditional agreement with Bylaw No. 1. They must be faithful to the Bible in their work and must show this faithfulness in Christian living.
3. All administrative officers and staff, as well as the board of directors, shall abide by the terms of the contract entered into by both parties.
4. The administrative officer for each program or department may be called upon to be an advisory member of the board of directors.
5. The substance of this article shall be made part of all contracts entered into with the administrative officers and members of the staff.

4.0 BYLAW NO. 4

Being a Special Bylaw respecting the borrowing of money by the Corporation.

WHEREAS the Board of Directors of the Simcoe County Christian High School Society hereby deems it expedient that a Special Bylaw should be passed for the purposes hereinafter set forth.

NOW THEREFORE BE IT ENACTED and it is hereby enacted as a Special Bylaw of the Simcoe County Christian High School Society (hereinafter called the "Corporation") as follows:

1. The Board of Directors may from time to time:
 - a) Borrow money upon the credit of the Corporation;
 - b) Limit or increase the amounts to be borrowed;
 - c) Issue, sell or pledge debt obligations of the Corporation for such sums and at such prices as may be deemed expedient or be necessary;
 - d) Charge, hypothecate, mortgage or pledge any or all currently owned or subsequently acquired real or personal, moveable or immoveable property of the Corporation and/or give such security therefore thereon as may be required including book debts, rights, powers, franchises and undertaking, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation;
 - e) Give indemnities to any Director or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and to secure such Director or other person against loss by giving of a mortgage or charge upon the whole or any part of the real or personal property of the Corporation by way of security.

The words "debt obligations" as used in this paragraph mean bonds, debentures, notes or other similar obligations of the Corporation whether secured or unsecured.

2. The Board of Directors may from time to time authorize by resolution any Director or Directors, officer or officers, employee of the Corporation or other person or persons, whether connected with the Corporation or not, to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid, and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore with power to vary or modify such arrangements, terms and conditions, and generally to manage, transact and settle the borrowing of money by the Corporation.
3. The Board of Directors may from time to time by resolution delegate to the Chairperson and the Secretary or to any two individuals (including the Chairperson or the Secretary) each of whom is a director or officer of the Corporation all or any of the powers conferred on the Board of Directors by paragraph 1. of this bylaw to the full extent thereof or such lesser extent as the

Board of Directors may in any such resolution provide including the power to sign, execute and give on behalf of the Corporation all documents, agreements and promises necessary or desirable for the purposes aforesaid and to draw, make, accept, endorse, execute and issue cheques, promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments, and the same and all renewals thereof or substitutions therefore so signed shall be binding upon the Corporation.

4. The powers hereby conferred shall be deemed to be in supplement to and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its Directors or officers independently of a borrowing bylaw.

ENACTED this 17th day of November, 2005

Chairperson

Secretary