

**FIRST AMENDED BYLAWS OF  
WORTHINGTON CHRISTIAN SCHOOLS, INC.**

**PREAMBLE**

Worthington Christian Schools, Inc. (“WCS”) is an educational ministry established by the Grace Brethren Church of Columbus, Ohio (“GBC”) and exists to be used by God to disciple students to learn in harmony with God’s Word so that they may know, love and serve Jesus Christ. This organization partners with parents, to assist them as they fulfill their God-given responsibility to raise their children in the discipline and instruction of the Lord (Deuteronomy 6:4-9; Ephesians 6:4).

**ARTICLE I: STATEMENT OF FAITH**

In harmony with our historic position, believing the Bible, the whole Bible, and nothing but the Bible to be our infallible rule of faith and of practice, and feeling our responsibility to make known the divine message of the Bible, WCS presents the following articles as a statement of those basic truths taught in the Bible which are common to our Christian faith and practice.

**Section 1.1. The Bible.** The Word of God, the 66 books of the Old and New Testaments, verbally inspired in all parts, and therefore wholly without error as originally given by God (II Tim. 3:16; II Peter 1:21).

**Section 1.2. The One True God.** Existing eternally as three persons: the Father, the Son, and the Holy Spirit (Luke 3:22; Matt. 28:19; II Cor. 13:14).

**Section 1.3. The Lord Jesus Christ.** His preexistence and deity (John 1:1-3); incarnation by virgin birth (John 1:14; Matt. 1:18-23); sinless life (Heb. 4:15); substitutionary death (II Cor. 5:21); bodily resurrection (Luke 24:36-43); ascension into heaven and present ministry (Heb. 4:14-16); and coming again (Acts 1:11).

**Section 1.4. The Holy Spirit.** His personality (John 16:7-15) and deity (Acts 5:3-4); His work in each believer, baptism and indwelling at the moment of regeneration (I Cor. 12:13; Rom. 8:9); and filling (Eph. 5:18) to empower for Christian life and service (Eph. 3:16; Acts 1:8; Gal. 5:22,23).

**Section 1.5. Man.** His direct creation in the image of God (Gen. 1:26-28); his subsequent fall into sin resulting in spiritual death (Gen. 3:1-24; Rom. 5:12); and the necessity of the new birth for his salvation (John 3:3-5).

**Section 1.6. Salvation.** A complete and eternal salvation by God's grace alone, received as the gift of God through personal faith in the Lord Jesus Christ and His finished work (Eph. 2:8,9; Titus 3:5-7; I Peter 1:18,19).

**Section 1.7. The Church.** One true Church, the Body and Bride of Christ (Eph. 1:22-23; 5:25-32), composed of all true believers of the present age (I Cor. 12:12-13), and the

organization of its members in local churches for worship, for edification of believers, and for world-wide Gospel witness. Each local church is autonomous but cooperating in fellowship and work (Eph. 4:11-16).

**Section 1.8. Christian Life.** A life of righteousness, good works, and separation unto God from the evil ways of the world (Rom. 12:1,2), manifested by speaking the truth (James 5:12); maintaining the sanctity of the home (Eph. 5:22-6:4); settling differences between Christians in accordance with the Word of God (I Cor. 6:1-8); not engaging in carnal strife but showing a Christ-like attitude toward all men (Rom. 12:17-21); exhibiting the fruit of the Spirit (Gal. 5:22,23); and maintaining a life of prayer (Eph. 6:18; Phil. 4:6), including the privilege, when sick, of calling for the elders of the church to pray and to anoint with oil in the name of the Lord (James 5:13-18).

**Section 1.9. Ordinances.** The Christian should observe the ordinances of our Lord Jesus Christ, which are (1) baptism of believers by triune immersion (Matt. 28:19) and (2) the threefold communion service, consisting of the washing of the saints' feet (John 13:1-17); the Lord's Supper (I Cor. 11:20-22, 33,34; Jude 12); and the communion of the bread and the cup (1 Cor. 11:23-26).

**Section 1.10. Satan.** His existence and personality as the great adversary of God and His people (Rev. 12:1-10); his judgment (John 12:31); and final doom (Rev. 20:10).

**Section 1.11. Second Coming.** The personal, visible, and imminent return of Christ to remove His Church from the earth (I Thess. 4:16,17) before the tribulation (I Thess. 1:10; Rev. 3:10) and afterward to descend with the Church to establish His millennial kingdom upon the earth (Rev. 19:11-20:6).

**Section 1.12. Future Life.** The conscious existence of the dead (Phil. 1:21-23; Luke 16:19-31), the resurrection of the body (John 5:28-29), the judgment and reward of believers (Rom. 14:10-12; II Cor. 5:10), the judgment and condemnation of unbelievers (Rev. 20:11-15), the eternal life of the saved (John 3:16), and the eternal punishment of the lost (Matt. 25:46; Rev. 20:15).

This Statement of Faith cannot be amended, changed, diminished or excluded from these Bylaws without a two-thirds (2/3rds) affirmative vote of the College of Elders of GBC. WCS will adhere to this Statement of Faith. The College of Elders of GBC has the authority to intervene and take any actions necessary to maintain the doctrinal integrity of WCS and its administration.

## **ARTICLE II: EDUCATIONAL PHILOSOPHY**

WCS is a community of Christians, joining together to provide a Christian-based education for students, for the purpose of spiritual growth, academic progress and personal development. The Bible is the ultimate authority and shall be fully integrated into all subjects, testifying to the fact that all wisdom and knowledge comes from God. Striving for excellence in all areas of life, spiritual, intellectual and physical, shall be key as believers seek to do all things to the glory of God (Colossians 3:23).

## **ARTICLE III: DIRECTORS**

The directors of WCS, as such term is used in Chapter 1702 of the Ohio Revised Code, are vested with the authority to conduct the affairs of WCS. The directors are selected as described in Article IV below.

## **ARTICLE IV: BOARD OF DIRECTORS**

**Section 4.1. General Powers.** The Worthington Christian School Board of Directors (hereinafter referred to as the “Board”) will oversee the continuing operation of WCS. The Board shall direct and govern the business of WCS pursuant to the terms and conditions of these Bylaws. Notwithstanding this authority, the Board is a policy-making entity and should specifically not interfere in the administration of the school. It may advise the Superintendent of any concerns, but administrative decisions rest with the Superintendent and his or her administrators.

**Section 4.2. Organization and Appointment of the Board of Directors.** The Board shall consist of nine (9) members, selected as follows: (Revised 03/19/13)

4.2.1 Four (4) members nominated by the Board and approved by the congregation of GBC (subject to section 4.3 for the initial three members). These will be members in good standing of the GBC, biblically qualified to serve as a deacon or deaconess, and with a demonstrated commitment to Christian education. In the event of vacancy of any position due to resignation or removal, the Board will present a nominee to the congregation of GBC to be approved to complete the unexpired term. Any of these members may be removed from office due to serious moral failure or failure to support WCS and Christian education or physical inability to serve. Members are removed upon recommendation of the Board and action by the College of Elders of the GBC.

4.2.2 Two voting ex officio members consisting of the Lead Pastor of GBC, or a member of the College of Elders of GBC appointed by the Lead Pastor, and the Superintendent of WCS. The Lead Pastor, or the Elder appointed by the Lead Pastor, can be removed from the Board only by action of the College of Elders of GBC. The Superintendent will abstain from discussions and votes on terms of his or her employment.

4.2.3. Three (3) members appointed by the Board from individuals outside of GBC. These appointees must be a member in good standing in a church that has students enrolled in WCS and have a positive recommendation from the senior pastor of their church. In the event of vacancy of any position due to resignation or removal, the Board will appoint a new member to complete the unexpired term. Any of these members may be removed from office by the Board due to serious moral failure or failure to support WCS and Christian education or physical inability to serve.

**Section 4.3. Selection of Initial Members and Terms of Service.** The initial members meeting the qualifications of section 4.2.1 hereof will be selected by the Senior Pastor and

approved by the College of Elders of GBC. The term of one shall be for the fiscal year ending June 30, 2011; one shall be for the fiscal year ending June 30, 2012; and the third shall be for the fiscal year ending June 30, 2013. The three initial members along with the two ex officio members will select the two initial members meeting the qualifications under section 4.2.3, one for a term ending June 30, 2012 and one for a term ending June 30, 2013. After the initial terms described herein, all terms shall be for three (3) fiscal years (other than the two ex officio members) and shall be staggered as described herein. No member, except for the two ex officio members, can serve for more than three consecutive terms. After an absence of at least one year from the Board, a person can be nominated to serve again on the Board.

**Section 4.4. Compensation.** Members of the Board volunteer their services and shall receive no compensation for their services as Board members. Should a Board member become a paid employee of WCS (other than the Superintendent) they are required to resign their membership on the Board. The Board may authorize the reimbursement of expenses incurred by any Board members in the performance of official business for WCS or the Board.

**Section 4.5. Responsibilities of the Board of Directors.** The Board will have the following responsibilities:

1. The Board shall determine the basic policies of WCS in harmony with the Bylaws, including the Statement of Faith. It will discern the long-term vision of WCS and assist the administration in long-range planning to achieve that vision. The policies of the Board establish the boundaries within which the Superintendent administers the operations of WCS.

2. The Board shall appoint the Superintendent to administer the operations of WCS and carry out its policies. Any candidate for the position of Superintendent must be approved by the Senior Pastor of GBC. The Board may choose to terminate the Superintendent in accordance with its policies and the provisions of the Superintendent's contract.

3. The Board will have final approval of the annual budget, wage and salary scales, and basic school policies.

4. The Board, subject to these Bylaws and applicable law, shall have the power and authority, on behalf of WCS:

a. To acquire interests in property from any person as the Board may determine subject to the established policies defining conflict of interest.

b. To borrow money and establish credit for WCS with appropriate financial institutions. No debt shall be contracted or liability incurred by or on behalf of WCS except by the Board, or to the extent permitted by law, by agents or employees of WCS expressly authorized by the Board.

c. To oversee the purchase of liability and other insurance to protect the property and assets of WCS, and provide pension and health insurance plans for the employees of WCS.

d. To establish a foundation or an endowment program with the assets and returns to be used for the benefit of WCS.

e. To hold and to own any real and/or personal properties in the name of WCS.

f. To establish a protocol which defines conflict of interest for any member of the Board in the conduct of its business.

g. To do and perform all other acts as may be necessary or appropriate to the conduct of the business of WCS.

**Section 4.6. Limitations on the Power of the Board of Directors.** Notwithstanding any other provision in these Bylaws or the Articles of Incorporation, the Board shall have no authority to take the following actions on behalf of WCS:

4.6.1. To approve the dissolution or liquidation of WCS or the merger of WCS into any other entity without a 2/3rds affirmative vote from the College of Elders of GBC.

4.6.2 To appoint a new Superintendent without the approval of the Senior Pastor of GBC.

4.6.3. To approve policies or conduct business which constitutes a violation of the Statement of Faith set forth in Article I hereof.

4.6.4. To select or approve staff or curricula of Bible-related courses without consent of the Senior Pastor of GBC.

WCS and the Board will adhere to the doctrine of the GBC. The College of Elders of the GBC has the authority to intervene and take any actions necessary to maintain the doctrinal integrity of WCS and its administration.

**Section 4.7. Board Meetings.**

**4.7.1 Annual Meetings.** An annual meeting of the Board, for the election of officers under Article V and for the consideration of any reports and for the transaction of such other business as may be brought before the meeting, shall be held once each calendar year on such date as shall be fixed from time to time by the Board.

**4.7.2 Standing Meetings.** Standing meetings of the Board, for the consideration of any reports and for the transaction of such other business as may be brought before the meeting, shall be held at least once each calendar quarter on such dates as shall be fixed from time to time by the Board. One of the quarterly meetings may be held simultaneously with the annual meeting of the Board.

- 4.7.3 Special Meetings.** Special meetings may be called by the Chairman or a majority of the Board.
- 4.7.4 Notice of Meetings.** Written notice of the time and place of each meeting of the Board shall be given to each director by personal delivery, mail, email or telefax at least five (5) days before the meeting.
- 4.7.5 Waiver of Notice.** Notice of any meeting of the Board may be waived in writing, either before or after the holding of such meeting, by any director, which writing shall be filed with or entered upon the records of the meeting. The attendance of any director at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by the director of notice of such meeting.
- 4.7.6 Attendance Via Communications Equipment.** Meetings of the Board may be held through any communications equipment if all persons participating can hear each other and participation in a meeting via such communications equipment shall constitute presence at such meeting.
- 4.7.7 Quorum/Voting.** The presence (either in person or by communications equipment pursuant to Section 4.7.6 hereof) of a majority of the directors in office at the time shall constitute a quorum. The act of a majority of the voting directors present at a meeting at which a quorum is present is the act of the Board, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws.
- 4.7.8 Action Without a Meeting.** Any action which may be authorized or taken at any Board meeting may be authorized or taken without a meeting with the written approval of all the directors. The Secretary shall include any such authorized action in the minutes of the next Board meeting.

## **ARTICLE V: OFFICERS**

**Section 5.1. General Provisions.** The officers of WCS shall be a Chairman of the Board, Superintendent, a Secretary, a Treasurer and such other officers as the Board may elect. Officers other than Treasurer or Assistant Treasurer must be directors. Any person may hold any two or more offices and perform the duties thereof, other than those of Secretary and Assistant Secretary or Treasurer and Assistant Treasurer.

**Section 5.2. Election, Term of Office.** The Superintendent will be selected as provided in section 4.5 of these Bylaws. The remaining officers of WCS shall be elected by a majority of the Board and for an indeterminate term and shall hold office during the pleasure of the Board.

**Section 5.3. Additional Officers, Agents, etc.** In addition to the officers mentioned in this Article, WCS may have such other officers, agents, and factors as the Board may appoint, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time determine consistent with these Bylaws. In the absence of any

officer of WCS, or for any other reason the Board may deem sufficient, the Board may delegate, for the time being, the powers and duties, or any of them, of such officer to any other officer.

**Section 5.4. Removal.** Other than the Superintendent (whose employment is described in section 4.5 hereof) any officer of WCS may be removed, with or without cause and at any time, by resolution of the Board. Any officer not appointed by the Board, but by an officer to which the Board shall have delegated the power of appointment, may be removed, with or without cause, by the Board, the officer (including successors) who made the appointment, or by any officer upon whom such power or removal may be conferred by the Board.

**Section 5.5. Resignations.** Any officer may resign at any time by giving written notice to the Chairman, the Superintendent or the Secretary. Any such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 5.6. Vacancies.** A vacancy in any officer because of death, resignation, removal, disqualification, or otherwise, shall be filled in the manner prescribed herein for regular appointments or elections to such office.

## ARTICLE VI: DUTIES OF THE OFFICERS

**Section 6.1. The Chairman of the Board.** The Chairman shall, if present, preside at all meetings of the Board. The Chairman may sign, execute and deliver in the name of WCS all deeds, mortgages, bonds, leases, contracts, or other instruments when specifically authorized by the Board.

**Section 6.2. The Superintendent.** The Superintendent shall be the chief operating officer of WCS and shall have general and active supervision, direction and control of the activities and officers, shall see that all orders and resolutions of the Board are carried into effect, and shall have such other powers and duties with respect to the administration of the affairs of WCS as may be assigned by the Board.

**Section 6.3. The Treasurer.** The Treasurer shall be the custodian of all funds and securities of WCS. The Treasurer does not have to be a director. Whenever so directed by the Board, the Chairman or the Superintendent, the Treasurer shall render a statement of the cash and other accounts of WCS, and shall cause to be entered regularly in the books and records of WCS, to be kept for such purpose, full and accurate accounts of WCS's receipts and disbursements. The Treasurer shall have such other powers and shall perform such other duties as may be assigned to him or her by the Board.

**Section 6.4. The Secretary.** The Secretary shall record and keep the minutes of all meetings of the Board. The Secretary shall be the custodian of, and shall make or cause to be made the proper entries in, the minute book of WCS and such other books and records as the Board may direct.

**Section 6.5. Change in Powers and Duties of Officers.** The Board may, under unusual circumstances, increase or reduce the powers and duties of the respective officers of WCS, may permanently or temporarily delegate the duties of any officer to any other officer, agent or

employee, and may generally control the action of the officers and require performance of all duties imposed on them.

## ARTICLE VII: COMMITTEES

**Section 7.1. Committees.** The Board may by resolution provide for such standing or special committees as it deems desirable and discontinue the same at its pleasure. Each such committee shall consist of such members appointed by the Board and have such power and perform such duties, not inconsistent with law, as may be assigned to it by the Board. The Board shall, in its sole discretion, appoint the chairperson of any standing or special committees. No such committee shall have the authority of the Board in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any director, or officer of WCS; amending or restating the Articles of Incorporation; adopting a plan or merger or consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of WCS; authorizing the voluntary dissolution of WCS or revoking proceedings therefore; adopting a plan for the distribution of the assets of WCS; or amending, altering or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by such committee. All recommendations of each committee must be approved and adopted by the Board before such recommendations shall have any effect. Vacancies in the membership of any committee shall be filled by the Board at a regular or special meeting.

**Section 7.2. Records.** Each committee shall keep a record of its acts and proceedings, and shall report the same to the Board when and as required by the Board.

## ARTICLE VIII: INDEMNIFICATION/INSURANCE

**Section 8.1. Indemnification.** WCS shall indemnify to the fullest extent permitted by law any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed civil, criminal, administrative or investigative action, suit or proceeding by reason of the fact that he/she is or was a director, officer, employee, manager, or agent of or a volunteer of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, member, manager, or agent of or a volunteer of another corporation, a limited liability company, or a partnership, joint venture, trust, or other enterprise.

**Section 8.2. Insurance.** WCS may purchase and maintain insurance or furnish similar protection for or on behalf of any person who is or was a director or officer of the corporation against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the corporation would have the power to indemnify him/her against that liability under the provisions of Section 8.1 of these Bylaws.

## ARTICLE IX: ACCOUNTING

**Section 9.1. Fiscal Year.** The accounting shall be done on the basis of a fiscal year which begins on July 1st and extends to the following June 30th.

**Section 9.2. Books of Accounting.** The financial records of WCS shall be kept in such manner and method of accounting as the Board may determine. The Board may change accounting methods whenever the Board believes a change to be in the best interest of WCS. The Board shall arrange for an annual audit or review of the financial records by a recognized outside auditing firm and shall receive directly the full report.

#### **ARTICLE X: AMENDMENTS**

Except as otherwise provided herein or in the Articles of Incorporation, amendments to these Bylaws may be made by the Board at any regular or special meeting with the affirmative vote of at least five members. Any proposed amendment shall be submitted to the Board in writing at least thirty (30) days prior to the next regular or special Board meeting at which such amendment will be considered. Amendments take effect only after they have been ratified by the College of Elders of GBC.

#### **ARTICLE XI: PROCEDURES**

“Robert’s Rules of Order” shall be the guide in all situations not covered by these Bylaws. In the event of a conflict, these Bylaws will control.

Approved: February 11, 2010