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# BYLAWS OF WESTMINSTER CHRISTIAN PRIVATE SCHOOL, INC.

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As Amended on April 23, 2019

## Article I. **Definitions**

The terms set forth below will have the following meanings unless otherwise required by the context in which they are used:

- (a) **Administration.** Administration means officers who oversee the daily operations of the school.
- (b) **Association.** Association means the group of members organized to support the school for the daily Christian instruction of children. Such instruction is to be in accordance with the Westminster Christian Private School, Inc. Charter.
- (c) **Board.** Board means the Board of Directors of the Corporation or the Board of Trustees, which are one in the same. For purposes of these bylaws and transactions of business, the Board will be hereinafter referred to as the Board of Trustees.
- (d) **Bylaws.** Bylaws mean the bylaws of the School, except where reference is specifically made to the bylaws of another entity or unit.
- (e) **Chair.** The Chair shall mean the Chairperson of the Board or the President of the Board, which are one in the same.
- (f) **Charter.** Charter means Section 2100 of the Charter of Westminster Christian Private School, Inc.
- (g) **Code.** Code means the Internal Revenue Code of 1986, as amended.
- (h) **Corporation.** Corporation means WESTMINSTER CHRISTIAN PRIVATE SCHOOL, INC., a Florida not-for-profit Corporation.
- (i) **Faculty.** Faculty means the teaching or academic staff of an educational system.
- (j) **Majority.** Majority means in excess of fifty percent of the applicable total number.

- (k) **Officers.** Officers means the Chair, Vice Chair, Secretary and Treasurer of the Corporation, and any other officers of the Corporation from time to time designated as such by the Board.
- (l) **School.** School means WESTMINSTER CHRISTIAN PRIVATE SCHOOL, INC.
- (m) **School Officials.** School Officials means the Head of School or Superintendent, which are one in the same, and any other School Officials designated as such by the Board.
- (n) **Secretary.** Secretary shall be the corporate secretary who shall be responsible for the official records and minutes of the Board.
- (o) **State.** State means the State of Florida.
- (p) **Treasurer.** The Treasurer shall be the Chair of the Finance Committee.
- (q) **Trustee.** Trustee means an individual who serves as a corporate director on the Board of the Corporation as described in Section 4.
- (r) **Vice-Chair.** The Vice-Chair shall mean the Vice-Chairperson of the Board or the Vice-President of the Board, which are one in the same.

## Article II. **Basis, Purposes & Power**

In accordance with its Charter, the following are the basis and purposes for which this Corporation has been organized:

**Section 2.01 Basis.** The basis of this school is the infallible Word of God, as interpreted by the doctrinal standards of the Reformed Churches, namely, The Belgic Confession, The Heidelberg Catechism, The Canons of Dort, and The Westminster Confession of Faith and Catechisms. This corporation is governed by the following guiding principles:

- (a) That all things have been created to the end that the Triune God may be glorified in and through them.
- (b) That God by His wise covenant arrangement has appointed the parent to be responsible for the training of the child to the end that God and His glory shall be central and supreme in life's total experience;
- (c) That the training of the child shall be continued under the parent's responsible supervision in a school that carries out the basic God honoring, God centered program begun in the home; and
- (d) That in addition to the other purposes stated above the association is to maintain and operate a full time Christian Day School, without profit, from kindergarten through the twelfth grade.

**Section 2.02 Purpose.** The School is operated exclusively for educational purposes within the meaning of Section 501 C (3) of the Code, or the corresponding provision of any future law of the United States of America. Without in any way limiting the foregoing general purposes, the specific purpose of this Corporation is to establish and maintain a school for the daily Christian instruction of children, such instruction to be in accordance with Article III, Sec. 2104 of the Corporation's Charter and directed toward the end that these children may occupy their places worthily in society, church, and state. All members of the Administration and faculty must declare their unconditional agreement with Article III of the Charter; they must be scripturally sound in their teaching and must lead exemplary Christian lives. All members of the Administration and faculty must also demonstrate a clear testimony of Christian faith, spiritual maturity, an understanding of Reformed theology, and active involvement in a local Protestant church whose doctrine is consistent with the WCS Statement of Belief.

**Section 2.03 Powers of the School.** Except as limited by these bylaws and by the Articles of Incorporation, the Corporation will have and exercise all rights and power in furtherance of its purpose as are now and may hereafter be conferred upon it by and in accordance with applicable law.

## Article III. **Members**

**Section 3.01** A person may become a member of the Corporation's Association only after:

- (a) meeting all qualifications set forth in Article IV of the Charter of Westminster Christian Private School, Inc. ("Charter"); and
- (b) completing any and all application documents, procedures and agreements which may from time to time be required by the Board of Trustees; and
- (c) providing the Admission Office with information confirming the applicant's membership and active participation in the activities of a local Christian church; and
- (d) receiving a favorable recommendation from the Admission Office or approval directly by the Board of Trustees.

**Section 3.02** An Association member may:

- (a) attend and vote, in-person, at all Association meetings, except as stated under Section 3.05; and
- (b) enroll his or her child(ren) in Westminster Christian School, provided the child meets all established enrollment criteria and the school is able to meet the child's educational needs.

**Section 3.03 Proxies Prohibited.** An Association member may not vote at an Association meeting by proxy.

**Section 3.04** An Association member must:

- (a) help maintain and support the school through prayer, involvement in school programs, and the payment of tuition or contributions; and

- (b) comply with all agreements made by the member in the application and admissions process; and
- (c) uphold the policies of the Association and school; and
- (d) support and defend the basis, object, and purposes of the Association and school as delineated by Article III of the Charter, and at no time seek to change or alter the basis, object, and purposes of the Charter, Association and school.

**Section 3.05 Membership Duration.** Membership in the Association shall be for a period of one year commencing on the first day of the fiscal year. If a person is accepted as a member in the middle of a fiscal year, such person will not have membership voting rights under Section 3.02 until the first day of the next fiscal year.

**Section 3.06 Termination.** Membership in the Association is terminated:

- (a) upon the end of the one-year period of membership as provided in section 3.5 of this article; or
- (b) by a member's presenting a written notice of resignation to the Board of Trustees; or
- (c) at the discretion of the Board of Trustees if a member's child is expelled or withdrawn from Westminster Christian School; or
- (d) at the discretion of the Board of Trustees if an Association Member fails to fulfill the Membership requirements specified in Section 3.04.

## **Article IV. Board of Trustees**

**Section 4.01 Qualification.** The members of the Board of Trustees shall publicly affirm their full agreement with the basis and purpose of the Association as expressed in Article III of the Charter.

**Section 4.02 Board Count.** The Board of Trustees may consist of no less than eight members and no more than seventeen members, of which two may be appointed by the Board for a one-year appointment.

**Section 4.03 Term of Office.**

- (a) The term of office for the elected Trustees shall be four years, except as stated below in Section 4.03(c).
- (b) The term of office for the appointed Trustees shall be for one year.
- (c) The position of Board Chair shall be a two-year term. If a Trustee is elected as Board Chair on the last year of his/her term, an automatic one-year extension will be granted.
- (d) the end of their term, elected Trustees may run for reelection. Said Trustees who do not wish to run for reelection may be eligible for a one-year extension at the invitation of the Executive Committee, following the recommendation of the Committee of Trustees.

**Section 4.04 Election.** Members of the Board shall be elected at the Spring meeting of the Association. Two candidates for each vacancy shall be nominated by the Board upon a recommendation of the Committee on Trustees and new Trustees shall be elected from these candidates. Said Trustees shall be sworn in to office at the conclusion of the last Board meeting of the academic year.

**Section 4.05 Vacancies.** Any vacancy occurring in the membership of the Board may be filled by a majority vote of the Board upon the recommendation of the Committee on Trustees. A member of the Board appointed to fill a vacancy will be appointed for the unexpired term of such member's predecessor in office.

**Section 4.06 Conflicts of Interest and Confidentiality.** On an annual basis, all Trustees shall be provided with a copy of the Board's Conflicts of Interest and Confidentiality policies. Trustees are required to complete and sign these acknowledgment and disclosure forms. All completed forms shall be provided to and reviewed by the Executive Committee. A Trustee shall not vote or debate on any matter in which the individual has a direct or indirect interest. The individual shall disclose in writing or in the minutes of the meeting any potential conflict to the Board, including to the Chair as soon as he or she reasonably is aware of any conflict. The Board, through disinterested members, may approve an arms-length transaction in which the individual has an interest if the material facts of the transaction and the individual's interest are disclosed to the School; and, if the disinterested members of the Board approving the transaction in good faith reasonably believe that the transaction is fair to the School. Said conflict, disclosure and any votes relating to the transaction shall be reflected in the minutes.

**Section 4.07 Duties of Care, Loyalty and Obedience.** Acting as one, all Trustees shall perform their duties as Trustee, including their duties as a member of any committee of the Board upon which they may serve, in good faith, and in a manner they reasonably believe to be in the best interest of the School, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In their dealings with and on behalf of the School, they are held to a strict rule of honesty and fair dealing consistent with any code of ethics adopted by the Board. Trustees are to be the loyal and obedient guardians of the School's Charter and Mission and use them as a guidepost for making Board decisions.

**Section 4.08 Confidentiality.** Members of the Board have a duty of confidentiality over information discussed at Board meetings unless the Chair of the Board makes clear that the information discussed may be disseminated outside of the Board room. The duty of confidentiality extends beyond a Trustee's tenure on the Board. Such information discussed at a Board meeting may not be disclosed absent consent of the Board Chair, by subpoena, or court order. A Trustee who violates this duty of confidentiality is subject to removal under section 5.02.



## Article V. **Power & Duties of the Board of Trustees**

**Section 5.01** Subject to the provisions of Article II, Board of Trustees shall provide oversight for the strategic vision, mission, fundraising, and planning for the School. The Head of School shall be the Chief Executive Officer of the School responsible, subject to Board oversight, for managing the operational affairs and business of the School, including without limitation the employment of the School employees in a manner consistent with these bylaws, School policy, and applicable law. The Board will focus on:

- (a) strategic planning and the annual agendas derived from the resulting planning document(s);
- (b) policy setting and policy implementation consistent with and pursuant to the planning documents(s); and
- (c) employment, support and annual evaluation of the Head of the School, who will function as the official advisor and executive agent of the Board as to all issues relating to the operation of the Corporation. The Head of school shall be a non-voting, ex-officio member of the Board of Trustees and all committees.

In addition to the general powers conferred by these bylaws, the specific powers of the Board will include, without limitation, the power to:

- (d) Hire, retain, support, evaluate and terminate the Head of School. The Board shall define the responsibilities of and shall determine the compensation of the Head of School;
- (e) Determine and oversee the execution of school policies in harmony with the Charter and bylaws.
- (f) Develop the school's mission, vision, and strategic goals; ensure that the Head of School establishes school policies that reinforce them;

- (g) Make appropriate delegations of authority to the Officers and/or School Officials in consultation with the Head and, to the extent permitted by law, by appropriate resolution the Board may authorize one or more Board committees to act on its behalf when it is not in session.
- (h) Develop and revise as needed both an overall strategic plan and a long range financial plan derived therefrom, and, thus to develop revenue sources and to establish expenditure systems consistent with the furtherance of the mission of the School, strategic plan and the long range financial plan;
- (i) Receive and acquire by gift, grant, purchase, devise, bequest or otherwise, as may be lawful, money and real and personal property and to hold, accumulate, invest or dispose of such property or the income derived therefrom for the educational purposes connected with or for the benefit of the School;
- (j) Approve an annual budget consistent with the strategic plan and long range financial plan. The fiscal year of the Corporation shall be from July 1 through June 30.
- (k) Upon death, disability, expiration of term of office, or other vacancy in the office of any Trustee to elect a successor Trustee as prescribed in these bylaws; and
- (l) Implement all bylaws and amendments necessary and proper to carry into effect the powers of the Board as necessary or desirable in the advancement of the interests of the School, provided that no bylaws will conflict with the Charter, the Articles of Incorporation, the Constitution or the laws of the United States or the State of Florida.
- (m) Promote the cause of Christian education in the community.

**Section 5.02 Removal of Trustees.** At a meeting of Trustees called expressly for that purpose, any Trustee may be removed by an affirmative vote of not less than two-thirds (2/3) vote of the entire Board.

**Section 5.03 Quorum and Voting.** A majority of the number of trustees fixed by these bylaws shall constitute a quorum for the transaction of business. The act of the majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees. Members of the Board of Trustees may participate in a meeting in person, by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time.

## Article VI. Officers

**Section 6.01 Officers, Election and Terms of Office.** The principal officers of this Corporation may consist of a Chair of the Board, a Vice-Chair, a Secretary, and a Treasurer, each of whom shall be elected from the membership of the Board of Trustees. The Officers of the Board of Trustees shall be elected by ballot cast by the members of the Board of Trustees at its May meeting. Except for the Chair, each officer shall serve a term of one-year and until their successors are elected. The Chairperson shall serve a two-year term. See Section 4.03(c). The term of office for all officers shall begin at the conclusion of the last Board meeting of the academic year unless circumstances require a later commencement date.

**Section 6.02 Removal of Officers.** Any officer or agent elected or appointed by the Board of Trustees may be removed by the Board whenever, in its judgment, the best interests of the Corporation will be served thereby. Said removal may only occur by an affirmative vote of not less than two-thirds (2/3) vote of the entire Board.

**Section 6.03 Vacancies.** Any vacancy, however occurring, in any office may be filled by majority vote of the Board of Trustees.

**Section 6.04 Chair of the Board.** It shall be the duty of the Chair to preside at all meetings of the Board and of the Association, and to enforce the provisions of the Charter. The Chair is ex officio a member of all committees and shall be notified of all meetings.

**Section 6.05 Vice-Chair.** The Vice-Chair shall assist the Chair in the administration of the affairs of the Association, and during the Chair's absence or at the Chair's request, the Vice-Chair shall officiate in the Chair's place. The Vice-Chair shall be responsible for taking the minutes of the Executive Committee and shall enter them into the records of the organization after they have been approved. In case of death, resignation, or removal of the Chair, the vacancy shall be filled by the Vice-Chair for the duration of the previous Chair's term.

**Section 6.06 Secretary.** The Secretary shall take care of the official documents of the organization, shall conduct all correspondence, and enter into the records of the organization the minutes of all meetings of the Association and the Board after they have been approved.

**Section 6.07 Treasurer.** The Treasurer is the head of the Finance Committee and shall work with the Committee, the Head of School, and the CFO, to develop and oversee a budget for the fiscal year for final Board approval and the annual audit of the School's financial status. The Treasurer shall inform the Board of any concerns regarding the School's finances and make recommendations for development of protective policies for the School.

## Article VII. Committees

**Section 7.01** All committees of this Corporation shall be established by the Board of Trustees, and their term of existence shall be determined by the Board. A Trustee will serve as Chair of each committee and shall be selected by the Chair and approved by the Board. All Committees shall have at least two Trustees. Members of Committees shall be appointed by the Chair and approved by the Board. The terms of members of committees shall be for one year commencing in June. Each Trustee shall serve on at least one committee. The Chair, with Board approval, may also establish Ad Hoc Committees as needed to address specific issues.

There will be specific committees, however, that will be permanent in nature regardless of the exact Board agenda. They are:

- (a) Advancement Committee;
- (b) Executive Committee;
- (c) Finance Committee;
- (d) Trustee Committee;
- (e) Audit Committee.

**Section 7.02 Functions.** Except with respect to the Executive Committee, or where a committee specifically delegated authority to act when the Board is not in session, committees will serve in an advisory capacity to the Board regarding those aspects of the business and affairs of the School to which they have been delegated responsibility. Any Trustee may attend or participate in Committee meetings, with the exception of the Executive Committee.

**Section 7.03 Duties of Committees.** The duties of the committees will include the following:

- (a) **Advancement Committee.** The Advancement Committee is commissioned by and responsible to the Board of Trustees to assume the school's fundraising activities. It advises the Board on the financial goals of the annual campaign and on any capital campaign.
  
- (b) **Executive Committee.** The Executive Committee coordinates the work of the Board; serves as a sounding board for the Head of School; functions on behalf of the Board of Trustees in matters of emergency and in interim periods between regularly scheduled Board meetings as prescribed by the bylaws and as expressly delegated by the Board. The Executive Committee shall have and exercise the authority of the Board of Trustees provided that such authority shall not operate to circumvent the responsibility and authority vested in the Board of Trustees by the bylaws, and any action taken is to be ratified by the Board of Trustees at its first subsequent meeting.

The Executive Committee shall also be responsible for reviewing the compensation of certain executive employees in accordance with Section 4958 of the Code and the regulations and guidelines promulgated thereunder. As to the Head of School's compensation, the Committee shall substantiate and record its deliberations and decision-making process, including, but not limited to, comparability data utilized in that process with the purpose and intent of satisfying the requirements to meet the safe harbor provisions of Section 4958. The Committee shall also make recommendations to the Board regarding the overall percentage increase to the budget for employee compensation; provided, however, that the Head of School will be responsible for developing and applying the criteria to determine appropriate employee compensation.

- (c) **Finance Committee.** The Finance Committee shall exercise supervisory authority over the financial affairs of the school and shall make recommendations to the Board of Trustees on matters relating to operating and capital budgets, overall increases to the budget for salary increases (to be applied to individual employees by the Head of School), tuition, financial aid policy (but not individual determinations), insurance, and other business affairs.
  
- (d) **Trustee Committee.** The purpose of the Trustee Committee is to enhance the preparation, performance, quality, composition and continuity of Board Trustees and board governance. The Committee will establish and drive a continuous improvement process in order to help the Board and individual Trustees become more valuable as strategic assets of Westminster Christian School, contributing to the school's long-term success.
  
- (e) **Audit Committee.** The Audit Committee will select and oversee the work of the School's auditor. The Audit Committee will also review all audits performed and report to the Board the findings and conclusion of said audits. The Audit Committee will include at least two persons who have substantial experience in financial and auditing matters.

## Article VIII.     **Meetings**

### **Section 8.01     Board of Trustees Meetings.**

- (a) The Board of Trustees shall meet regularly at the time and place fixed by the Board. The Head of School shall attend all said meetings of the Board as a non-voting ex-officio.
  
- (b) Special meetings of the Board may be called by or at the direction of the Chair, or upon the request of three (3) Trustees. Notice of each special meeting, setting forth the time, date, and place of the meeting and the general nature of business to be transacted shall be given by the Secretary in person or by mail, email or other electronic means. Business transacted at a special meeting shall be limited to the matters stated on the notice of the meeting.

- (c) Action of the Board Without a Meeting. No action of the Board will be valid unless taken at a meeting at which a quorum is present, except that any action, which may be taken at a meeting of the Board, may be taken without a meeting if consent in writing (setting forth the action so taken) is signed by all members of the Board. Consent can be evidenced electronically. Such written consent shall be filed in the minutes of the proceedings of the Board. All Trustees need not sign the same document. A unanimous written consent has the same effect as a unanimous vote.

## **Section 8.02 Association Meetings.**

- (a) At the fall meeting, reports on the activity and progress of the school shall be rendered by the Head of School and by the Secretary and Treasurer of the Board and such other reports shall be made as the Head of School and the Chair of the Board shall determine.
- (b) The spring meeting of the Association shall be the principal business session of the year. At this meeting, the election of Board Trustees shall take place, and the Board shall present its budget for the ensuing fiscal year.
- (c) Special Association meetings may be called at any time by the Chair of the Board, or the Chair shall call a special meeting when requested to do so in writing by at least one third of the Association membership on individual consent forms. The School shall supply individual consent forms for use by Association members, which shall require the specific reasons or the purpose for the meeting, shall evidence each member's individual signature, name, address, date of execution, and current contact information (email and phone number). Consent forms reflecting the original, ink signature shall be submitted to the Board secretary. Email consent forms will not be accepted.
- (d) Association Members may not assign a proxy to exercise any vote held at any meeting.
- (e) Written notice shall be sent to all Association members at least two weeks before any Association meeting. These notices shall include the Agenda for the meeting and pertinent information about business to be discussed.

**Section 8.03** All meetings shall be conducted in accordance with Robert's Rules of Order except where it may be modified by the Charter and bylaws.

## Article IX. Amendment of Bylaws

These bylaws may be altered, amended or repealed, and new bylaws may be adopted by an affirmative vote of not less than a majority vote of the Association present at an annual meeting or a special meeting called for that purpose.

## Article X. Indemnification

Except as provided in Florida Statutes Section 607.0850, the Corporation hereby indemnifies against liability, and advance expenses to the fullest extent authorized or permitted by the provisions of Section 607.0850 of the Florida Statutes (or any amendment or successor provision thereof or any other statutory provision authorizing or permitting such indemnification or advancement of expenses which is hereafter adopted), any person, and his/her heirs, executors, administration and legal representatives, who is or was a party defendant to any proceeding by reason of the fact that such person is or was a Trustee, officer, employee, or agent of the Corporation or is or was serving as a Trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise at the request of the Corporation. Persons who are so entitled to be indemnified shall be paid their expenses in advance of a final disposition of the proceeding to the maximum extent authorized or permitted by the provisions of Section 607.0850(6) of Florida Statutes or any amended or successor section.

## Certificate of Adoption

I hereby certify that the foregoing bylaws were duly adopted at a meeting of the members of the Association held on \_\_\_\_\_, 2019.

\_\_\_\_\_  
Chair of the Board of  
Trustees

\_\_\_\_\_  
Secretary of the Board of  
Trustees

\_\_\_\_\_  
Chair of the Bylaws  
Committee