



# Constitution

## **Article I – Corporate Seal**

The corporate seal shall be circular and have in its margin the words “The Bethlehem Christian School Association”.

## **Article II – Fiscal Year**

The fiscal year of the Corporation shall begin July 1, and end June 30, of the following year.

## **Article III – Membership**

**Section 1.** All applicants for membership in the Bethlehem Christian School Association, with regard to adherence to the Statement of Faith, are subject to examination by, and approval of, the Board of trustees.

**Section 2.** A member shall remain in the Association by attending the annual Association meetings. Except by special consent of the Board of Trustees, once a second consecutive annual meeting is missed, membership shall be considered to have lapsed and the member shall have to re-apply for membership.

**Section 3.** The administrator(s) and all teachers are intrinsically members of the Association for the term of their contract.

**Section 4.** Members must be 19 years of age or over to be eligible to vote at the annual May meeting.

## **Article IV – Meetings**

**Section 1.** The Association shall meet annually during the month of May at a time and place designated by the Board of Trustees provided that written notice be given at least two weeks in advance of the meeting. Additional meetings shall be held as often as the Board deems advisable. The President of the Board shall call

a special meeting of the Association if at least 10% of its voting membership request it in writing or at the request of a majority of the Board. At least two weeks notice shall be given in writing to all members of the Association in advance of the meeting.

**Section 2.** The written notice required for each Association meeting shall contain the agenda for that meeting. Those items of business, approved by the Board for inclusion on that agenda, shall be taken up at the meeting. If an item of business is requested in writing by at least 10% of the membership of the Association, it shall appear on the agenda. Any member who desires to place an item of business on an “Association Meeting Agenda” must bring the item to the attention of the Board of Trustees at least four weeks prior to the Association meeting.

**Section 3.** At least 20% of the voting membership shall constitute a quorum at all duly called Association meetings.

**Section 4.** At the annual meeting of the Association, the President shall give a report of the actions taken by the Board of Trustees and, the administration shall report on the activities and progress of the school or schools. The Treasurer shall give an accounting of the finances and present, for the approval of the Association, a budget for the following school year. A copy of the proposed budget shall be included with the written notice of the meeting.

**Section 5.** Resolutions for the purchase, encumbrance or alienation of real estate of the Corporation shall be approved by a two-thirds majority of all voting members present at a duly called and constituted Association meeting.

**Section 6.** The Board of Trustees shall meet at least quarterly. At least 70%, not counting ex-officio members, shall constitute a quorum.

Special meetings shall be called by the President or at the request of three members of the Board

**Section 7.** Except where otherwise provided in this Constitution or the Corporate Charter, “Robert’s Rules of Order Newly Revised,” shall govern the conduct of all meetings of the Association and Board of Trustees.

## **Article V – Board of Trustees**

**Section 1.** The Board of Trustees shall consist of five (5) to nine (9) persons who shall be elected by the Association from among its voting membership. Election shall be by ballot at the annual meeting from nominees presented by the Nominating Committee. A full term will be for three years, which shall begin on July 1 of the year elected. A candidate may be elected for a one-year or two-year term to ensure balanced board classes. No full-time employee of the school, nor spouse of any administrator or full-time faculty member of the school, shall be eligible to serve on the Board. The Academic Head of School shall be ex-officio a member of the Board of Trustees with voting privileges.

**Section 2.** The President of the Board of Trustees shall appoint a nominating committee each January, consisting of members of the Board of Trustees, for the naming of candidates for election to the Board of Trustees. It will welcome recommendations by members of the Association prior to the April meeting of the Board of Trustees and will give careful consideration to all such suggestions. Candidate profiles shall be mailed to the voting membership at least two weeks prior to the annual meeting.

**Section 3.** The three nominees receiving the highest number of votes cast shall be declared elected. Additional nominees may be elected for partial terms if the board will have less than 9 members.

**Section 4.** All vacancies on the Board resulting in unexpired terms shall be filled by the Board at any time prior to February 1, and the appointees shall serve until the next annual election of Trustees in May. All such appointees shall automatically have their names placed in nomination at the next election unless they decline. Unexpired terms shall be filled by elected Trustees with the least number of votes and, in the case of several unexpired terms, the elected trustee with the least number of votes shall serve the shortest term to be filled.

**Section 5.** A Board Trustees member may be removed from office by a  $\frac{3}{4}$  majority vote from the other members of the board of trustees.

**Section 6.** The Board shall elect annually from its membership a President, Vice President, Secretary, and Treasurer. These officers of the Board of Trustees shall be the officers of the Corporation. The duties of the officers shall be those usually associated with such officers.

**Section 7.** The President shall be ex-officio a member of all committees except the Nominating Committee and the Audit Committee.

**Section 8.** The Board shall designate by resolution all authorized signers of checks for the payment of the financial obligations of the Association.

**Section 9.** All borrowing and other encumbrances shall have the manual signatures of at least two officers of the Board who have been so authorized by a resolution of the Board.

**Section 10.** The President shall appoint chairmen of committees from among the Board. Chairmen shall appoint members for their committees from among the voting membership of the Association; however, those appointments are subject to prior approval of the Board.

## **Article VI – Committees**

**Section 1.** The following standing committees shall be established by the Board of trustees to function in such manner as the Board shall determine:

- Education Committee
- Finance Committee
- Financial Aid Committee
- Development Committee
- Executive Committee

**Section 2.** Such other Committees as the Board of Trustees may deem necessary shall be established by the Board as the need arises.

## **Article VII – Employees**

**Section 1.** The Administration, teaching staff and other personnel shall be appointed by the Board of Trustees. For the initial appointment to the position of Academic Head of School, the vote-count of the Education Committee and a  $\frac{3}{4}$  majority vote of the Board of Trustees is required; all other administrative and teaching personnel may be offered employment by the Head of School, provided the candidate meets

the qualification standards set by the Board of Trustees. All teachers shall be appointed for a term of one year and shall receive their salary as contracted. If either party shall discover a suspected error in contract (terms, salary, etc.) they can appeal in writing to the Finance Committee for review. If after review, the error is confirmed an amendment to the contract can be made with  $\frac{3}{4}$  majority vote of the Board. Any such corrections will be effective immediately. All other employees shall be appointed for such time, under such conditions and for such salary as the Board may determine.

**Section 2.** All employees, as well as the Board, shall abide by the terms of the contract entered into by both parties. The terms of such contract become null and void when either party fails to abide by these terms. The Board of Trustees has the authority to terminate at will an employee who proves to be unfit to work because of insubordination, unchristian walk of life, or lack of professional competence, or is otherwise unable or unwilling to fulfill the duties and responsibilities of his or her position. For such termination, a  $\frac{2}{3}$  vote of the Board of Trustees shall be required.

**Section 3.** New full-time teachers shall possess educational qualifications essentially equivalent to those required by the Association of Christian Schools International.

**Section 4.** Teachers shall attend meetings of the education organizations when required to do so by the Board of Trustees.

**Section 5.** This Article of the Constitution, except for this section, must be a part of all contracts entered into with the Corporation's employees.

## **Article VIII – Indemnity**

Bethlehem Christian School (BCS) shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, trustee, or employee of (BCS) against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may be placed in a defensive posture by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have

been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of BCS; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of trustees who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This Article constitutes a contract between (BCS) and the indemnified officers, trustees, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, trustee, or employee under this Article shall apply to such officer, trustee, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

## **Article IX – Course of study**

**Section 1.** The Administration shall establish the course of study for the school or schools in concert with the Education Committee, subject to the approval of the Board of Trustees. This course of study shall qualify the school or schools for membership in accrediting agencies of the school's selection; provided that the school(s) maintain a positive Biblical viewpoint which in no way compromises the truths set forth in the Associations "Statement of Faith".

**Section 2.** The Academic Head of School shall be responsible to see that the teachers adhere to the course of study.

## **Article X – School Term**

The school term shall be determined by the Board of Trustees consistent with State and local regulations. Holidays and vacations shall be designated by the Board of Trustees with consideration to the laws of the State.

## **Article XI – Pupils**

**Section 1.** The principles of discipline shall be determined by the Board of Trustees

**Section 2.** No pupil shall be expelled except by act of the Board of Trustees.

## **Article XII – Use of School Property**

**Section 1.** The use of school buildings, facilities and physical property shall be governed by the Board of Trustees.

**Section 2.** Organizations not directly related to the operation of the school shall apply in writing to the Board of Trustees for permission to use school property.

## **Article XIII – Audit**

The Board shall see to it that an independent audit of the financial records of the Corporation is performed at a minimum of every three years.

## **Article XIV – Amendments**

Upon recommendation by the Board of Trustees, this Constitution may be amended by a two-thirds vote of the membership present at Association meetings, provided that the membership has been advised, in writing, of the proposed change or changes at least two weeks prior to the meeting.

*Note: This constitution reflects revisions approved at Association meetings held 5/19/80, 5/18/81, 5/23/83, 5/22/89, 5/30/91, 5/27/93, 5/26/02, 5/24/16, 5/19/20, 5/13/2021, 5/17/2022, 5/16/2023*