

BYLAWS OF LIBERTY CHRISTIAN SCHOOL, INC.

ARTICLES OF INCORPORATION AND BYLAWS

LIBERTY CHRISTIAN SCHOOL, INC.

Article I- Name

The name of this corporation is Liberty Christian School, Inc. (Hereinafter referred to as the "Corporation").

Article II-Purpose

The primary purposes of the Corporation are as follows:

- For the following religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and the regulations promulgated thereunder, as may be in effect from time to time, to establish and maintain a non-denominational Christian School which shall offer instruction in regular courses of study, upholding a high standard of scholastic excellence, with all instruction being from a definite Christian viewpoint; also to help each child to develop faith, character and intellectual ability so that he may fulfill the unique purpose for which he was created by God.
- To acquire, hold and convey or otherwise dispose of such real and personal property as may be necessary to set out the purposes of this corporation as set forth above.
- To borrow and loan money and to mortgage and encumber any of its property, and to bargain and contract regarding any property owned or to be owned or services rendered or to be rendered for or by this corporation to accomplish such purposes.
- This corporation is not organized for pecuniary profit and no part of the net earnings of the corporation shall inure to the benefit of any private member or individual.
- To have, hold, exercise and enjoy in furtherance of the purposes set forth hereinabove, all of the rights, powers, privileges and immunities granted, and not expressly denied, by the Indiana Nonprofit Corporation Act of 1991, as may be necessary, convenient or expedient in order to accomplish the purposes set forth hereinabove, but subject to any such limitation or restriction imposed by said Indiana Nonprofit Corporation Act of 1991, or by any other laws of the State of Indiana, or by these Bylaws or the Articles of Incorporation.

Article III -Membership

Section 1.

No Membership

The corporation shall not have a membership. The Board of Directors, however, at its discretion can amend the Bylaws and Articles of Incorporation, to include a membership.

Article IV-Board of Directors

Section 1..

Responsibility for Governance

- All matters concerning the achievement of the purposes, objectives, and the keeping of the faith of the Corporation will be the responsibility of the Board of Directors.
- The members of the Board of Directors are given the responsibility for the establishment, guidance, and spiritual headship in the operation of the school. It is the responsibility of the Board to be spiritual leaders, to seek God's will and direction for the school, and to take responsibility for preservation and restoration of right relations, primarily our relations with God.
- The Board is the policy setting body of the school with the Superintendent having the responsibility for the implementation of board policy. The authority of the Board is corporate, with individual board members having responsibility only as authorized by the Board as a whole.
- The organization and general oversight of the Corporation will be the responsibility of the Board of Directors.

Section 2.

Number of Directors

The Board of Directors shall consist of not less than five (5) members and not more than ten (10) members.

Section 3.

Terms of Office

- The term of office will begin on July 1 and end on June 30 of the following year.

- The term of office will be three (3) years with a maximum of two (2) consecutive terms. Additional terms are possible if approved by a majority vote of directors. Elections shall be by written ballot.
- Terms shall be staggered to ensure that approximately one third of the board members are elected each year.
- If for some reason a member of the Board of Directors becomes unchristian in character, misuses authority, or otherwise does not properly discharge said duties, he or she will be censured and/or removed based on recommendation of the Board Governance committee and a three-fourths vote of the full Board.
- The Superintendent of the school is an ex-officio member of the Board of Directors with no voting rights but will be expected to attend all board meetings.

Section 4.

Composition of Board

Members of the Board of Directors shall be committed Christians active in their faith. Not any one church denomination shall hold a majority of members on the Board of Directors.

Section 5.

Qualifications of Board Members

- Members of the Board of Directors shall have the following qualifications:
- Must be a mature, born-again believer in Jesus Christ who believes and adheres to the mission, vision, institutional values, philosophy, purpose and objectives of Liberty Christian School.
- Must be at least 25 years old.
- Must not be employed by this corporation and must review and comply with the LCS Conflict of Interest policy

Section 6.

Powers and Duties

- Provide spiritual leadership for the school.
- Establish all policies for the school.
- Have a vision for the future of the school.
- Maintain open communications with school personnel, parents, alumni, and friends of Liberty.
- Maintain proper relations with government authorities.
- Actively promote the school within the community.
- Hire and evaluate annually the Superintendent.

- Delegate all operational responsibilities to the Superintendent.
- Approve the hire of all principals.
- Meet monthly at such times and places that the Board designates. Special meetings may be called as seen fit.
- Record the proceedings of all board meetings in a permanent minute book.
- Replace any vacancies on the Board of Directors within 180 days.
- Appoint all necessary committees and their members.
- Conduct all business and legal matters of the corporation.
- Annually evaluate themselves as a board collectively and individually.

Section 7.

Regular Meetings

The Board shall meet in regular session at least six (6) times annually.

Section 8.

Special Meetings

Special meeting of the Board of Directors of the Corporation may be called by the President or by written request of two (2) or more directors.

Section 9.

Notices of Meetings

Board Directors shall receive written notices at least fourteen (14) days in advance for all regular meetings and two (2) days in advance for all special meetings.

Section 10.

Voting

If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present shall approve any matter duly coming before the Board unless these Bylaws or the law of the State provide otherwise.

Section 11.

Quorum

A majority of the directors of the board shall constitute a quorum.

Section 12.

Selection of Board Members

- The Board Governance Committee shall nominate persons to serve as board members.

- Any vacated unexpired term resulting from the resignation, death or removal of an officer or director may be filled by a three-fourths vote of the directors present at a meeting where the vacancy is duly considered, and the quorum requirements are met.

Section 13.

Resignation and Removal

A director may resign by submitting a letter of resignation to the Board of Directors, President, or Secretary of the Corporation. The Board of Directors may remove a director if she/he is absent for two (2) or more consecutive meetings by an affirmative vote of a majority of the directors present at the meeting at which the matter is considered. A director can also be removed with or without cause by the Board of Directors upon a three-fourths vote of the directors present at the meeting where the matter is considered.

Section 14.

Action without a Meeting

Action may be taken by the Board of Directors without a meeting provided all the directors sign a written consent which described the action taken and is included in the minutes or filed with the corporation records reflecting the action taken. The action is effective when the last director signs the consent unless the consent specifies a prior or subsequent effective date. The consent has the effect of a meeting vote and may be described as such in any document.

Section 15.

Attendance by Telecommunications

A member of the Board of Directors shall be considered in attendance and may participate and vote in the meeting, despite his/her physical absence, where he/she is able to hear all the other directors and all the other directors can hear him/her throughout the meeting by means of telecommunications.

Article V-Officers and Duties

Section 1.

Officers

The officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer and such other officers deemed necessary by the Board of Directors. No person may hold more than one office at one time. Officers shall be directors.

Section 2.

Terms of Office

Officers shall serve for two (2) year terms. Officers may serve consecutive terms.

Section 3.

Nominations and Elections

Officers shall be elected by the Board of Directors at the first meeting of the Board of Directors each fiscal year. President and Secretary shall be elected on even numbered years and the Vice President and Treasurer shall be elected in odd numbered years. As necessary, the terms may be shortened by the Board of Directors to ensure proper rotation.

Section 4.

President

Board of Directors. He/she shall be ex-officio and member of all committees. He/she shall have such general powers of supervision of the affairs of the Corporation. The President shall be responsible for orders and resolutions of the Board being carried out. The President will work closely with the Superintendent, determine board meeting agenda, conduct board meetings, and appoint board committees as needed.

Section 5.

Vice-President

The Vice-President shall take the place of the President in his/her absence. The Vice-President shall assist the President in his/her functions and responsibilities. The Vice-President shall perform such other duties as the President, or the Board of Directors may designate.

Section 6.

Secretary

The Secretary shall oversee the keeping of the minutes of all meetings of the Board of Directors. All minutes must be signed by the Secretary. He/she shall have the authority to give all notices required by law or by these Bylaws. He/she shall maintain a permanent minute book, conduct all correspondence relative to board matters, and maintain the Board Policy Manual. He/she shall perform such other functions as may be assigned to him/her by the President or Board of Directors.

Section 7.

Treasurer

The Treasurer shall be the financial officer of the school and chair the Finance Committee. The Treasurer or an LCS employee whom the Treasurer shall designate in writing on the first day of each fiscal year shall have charge and custody of and be responsible for all funds of the school and deposit such funds in the name of the school in such banks, trust companies or other depositories as selected by the Board of Directors. The Treasurer or the person (s)he has designated in the manner cited above shall receive and give receipts for all monies due and payable to the corporation and be bonded for a minimum of 5% of the yearly approved budget or adequate and equivalent insurance coverage. The Treasurer or his/her designee shall make the financial books and records available to the Board of Directors if requested and, in general, perform all duties incident to the Office of Treasurer and such other duties as, from time to time, may be assigned by the Board.

Article VI-Superintendent

The Superintendent shall administer the day-to-day operation of the Corporation under the direction of the Board of Directors. The Superintendent shall serve at the discretion of the Board of Directors. The Superintendent, with the approval of the Board of Directors, will employ other staff and contract for services to enable the organization to fulfill its mission. The Superintendent shall report to the Board of Directors. The Superintendent shall be ex-officio member of the Board of Directors without voting privileges.

Section 1.

Selection of Committees and Committee Members

The Board of Directors establishes all committees. Each committee will have a chairperson who will be a member of the Board of Directors unless the Board directs otherwise. Committee chairpersons and members are named by the President of the Board of Directors and approved by the Board. Committee size will be determined by committee chairpersons and will be composed of interested Christians. Subcommittees may be created as deemed necessary by the chairperson of the committee. All committees and subcommittees will report to the Board of Directors. Any actions taken by committees must be board approved or board directed. Current standing committees and their responsibilities are as set forth herein.

Section 2.

Terms

All standing committee terms shall be one (1) year, though the terms can be renewed. Ad hoc committee terms shall continue for as long as the Board of Directors deems necessary. A subcommittee shall continue for as long as the committee chair deems necessary.

Section 3.

Quorum

Unless otherwise provided in the resolution of the Board of Directors, a majority of the whole committee shall constitute a quorum; and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

Section 4.

Rules

Each committee may adopt rules for its own governance, so long as such rules are not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Section 5.

Executive Committee

The Executive Committee is responsible for the promotion and advancement of the school in the local community. Committee members, in cooperation with the Superintendent, shall review and recommend policies with regard to the following areas:

- Fundraising-endowment, operations, capital, and other Marketing Public relations
- Strategic partnerships with local and national businesses
- Grant writing
- Student recruitment

The Executive Committee is also responsible for preserving and perpetuating Board life. Committee members shall review, recommend, and implement policies with regard to the following areas:

- Review committee member and board member applications
- Recommend new board members
- Evaluate individual board members annually
- Evaluation corporate board effectiveness annually
- Monitor board member behavior
- Train new board members
- Maintain Board Policies manual

Section 6.

Education Committee

The Education Committee is responsible for the fulfillment of the academic mission of the school. Committee members shall include the superintendent and at least one board member. The Education Committee shall review and recommend policies with regard to the following areas:

- Curriculum development
- Textbook adoption Accreditation
- Admissions criteria
- Academic guidelines and graduation requirements
- Guidance services
- Library services
- Primary development of Family and Student manual

Section 7.

Facilities Committee

The Facilities Committee is responsible for the general oversight of the operation and maintenance of the physical properties of the school (buildings, parking lots, playgrounds, etc.). Committee members, in cooperation with the Superintendent and Facilities Director, shall review and recommend policies of the following:

- Custodial
- Maintenance
- Safety issues
- Required inspections and compliance issues
- Operational efficiency
- Grounds care
- Gifts in kind related to property or equipment
- Renovation projects
- New construction

Section 8.

Finance Committee

The Finance Committee is responsible for general oversight of all finances related to the school. The Treasurer of the Board chairs the Finance Committee which must include at least the Board President(or a designated board member in their place) and Superintendent. The committee will receive the annual financial review from the external audit firm. Committee members shall review and recommend policies with regard to the following areas:

- Finance-operation and capital investment policy
- Human resources
- Gift procurement policy
- Information technology
- Development of Finance Policy manual

Article VII-Financial Administration

Section 1.
Fiscal Year

The fiscal year of the Corporation shall commence on the first day of July of each year unless the Board of Directors establishes a different fiscal year.

Section 2.
Budget

An annual budget for the year shall be adopted by the Board of Directors and amended from time to time as needed. The Board is empowered to create additional restrictions on expending budgeted funds.

Section 3.
Financial Review or Audit

The books of the organization shall be financially reviewed or audited annually by a certified public accountant. The accountant's report shall be filed with the records of the organization and shall be available for inspection.

Section 4.
Depositories

All funds of the Corporation shall be deposited in the name of the Corporation in such bank, banks or trust companies as the Board of Directors may from time to time designate. Funds shall be drawn out of checks, drafts or other orders signed on behalf of the Corporation by the officers or staff persons so designated by the Board pursuant to a resolution adopted by the Board.

Article VIII-Dissolution

Section 1.
Dissolution

In the event of the dissolution of Liberty Christian School, Inc., and after payment of its legal obligations, the remaining assets and property of the Corporation shall be disposed of pursuant to requirements imposed by the Articles of Incorporation and by law in compliance with its tax-exempt status. The Board of Directors shall determine how and to whom the assets are to be distributed. The recipient of such assets must be Christian in organization and/or character.

Article IX-Amendment

These Bylaws may be amended by a three-fourths affirmative vote by the Board of Directors who are present at any regular or special meetings of the Board of Directors at which a quorum is in attendance, provided notice of such prospective amendment shall be given with the notice of meeting or waiver thereof.

Article X-Miscellaneous

Section 1.

Mailing of Notices

Whenever any notice is to be given to a director, the notice may be hand delivered, sent by electronic mail, sent by United States mail deposited in a post office or letter box in a postage prepaid envelope, or postcard, addressed to the director at his/her address as it appears on the records of the Corporation, and such notice shall be deemed to have been given or delivered at the time the same is hand delivered, sent electronically or deposited in the United States mail.

Section 2.

Contracts and Lawsuits

All contracts shall be approved by the Board of Directors except to the extent the Board of Directors delegates to the Superintendent or another employee or agent of the Corporation responsibility to contract on behalf of the Corporation. No loans shall be made by the Corporation, or any loans secured on behalf of the Corporation without the approval of the Board of Directors, and no mortgage, deed to secure debt, deed or note shall be executed on behalf of the Corporation without the approval of the Board of Directors. No lawsuit may be initiated by the Corporation without the approval of the Board of Directors.

Section 3.

Inspection of Records

Directors of the Corporation shall be permitted to examine records of the Corporation as permitted by law.

Section 4.

Conflict of Interest Policy

- Purpose-The purpose of this Conflict of Interest Policy is to protect the interest of Liberty Christian School(LCS) when it is considering taking an action or entering into a transaction that might benefit the private interests of a director or otherwise violate state and federal laws governing conflicts of interest applicable to nonprofit, charitable organizations.

- Why is a policy necessary? Liberty Christian School(LCS) is accountable to government agencies, members of the public and our Lord for responsible and proper use of its resources. Directors have a duty to act in the school's best interests and may not use their positions for their own financial or personal benefit.
- Conflicts of interest must be taken very seriously since they can damage the school's reputation and expose both the school and affiliated individuals to legal liability if not handled appropriately. Even the appearance of a conflict of interest should be avoided, as it could undermine public support for LCS.

Identifying Conflicts of Interest

- What is a conflict of interest? A potential conflict of interest arises when a director or that person's relative(a person's spouse, ancestors, brothers and sisters[whether whole or half-blooded], children[whether natural or adopted], grandchildren, and spouses of brothers, sisters, children and grandchildren) or business (a) stands to gain a financial benefit from an action that LCS takes or (b) has another interest that impairs, or could be seen to impair, the independence or objectivity of the director in discharging their duties to the school.
- What are some examples of potential conflicts of interest? It is impossible to list all the possible circumstances that could present conflicts of interest. Potential conflicts of interest include situations in which a director or that person's relative or business:
 - has an ownership or investment interest in any third party that LCS deals with or is considering dealing with;
 - serves on the board of, participates in the management of, or is otherwise employed by or volunteers with any third party that LCS deals with or is considering dealing with;
 - receives or may receive compensation or other benefits in connection with a transaction into which LCS enters;
 - receives or may receive personal gifts or loans from third parties dealing with LCS;
 - has a close personal or business relationship with a participant in a transaction being considered by LCS;
 - would like to pursue a transaction being considered by LCS for personal benefit
- A potential conflict is not necessarily a conflict of interest. A person has a conflict of interest only if the LCS Board of Directors decides that a conflict of interest exists.

Disclosing Potential Conflicts of Interest

- You must disclose, to the best of your knowledge, all potential conflicts of interest as soon as you become aware of them and always before any actions involving the potential conflict are taken. This disclosure should be brought to the LCS Board of Directors.
- You must file an annual disclosure statement in the form attached to this policy.
- Determining Whether a Conflict of Interest Exists
- After there has been disclosure of a potential conflict and after gathering any relevant information from the concerned director, the LCS Board shall determine whether there

is a conflict of interest. The director shall not be present for deliberation of whether a conflict of interest exists.

- In determining whether a conflict of interest exists, the LCS Board shall consider whether the potential conflict of interest would cause a transaction entered into by the school to raise questions of bias, inappropriate use of the school's assets, or any other impropriety.

Procedures for Addressing a Conflict of Interest

- When a matter involving a conflict of interest comes before the board, a conflicted person shall not be present during the discussion or vote on the matter and must not attempt to improperly influence the deliberations or vote. It is best to have the individual recuse themselves from all discussions on the matter.

Minutes and Documentation

- The minutes of any board meeting at which a matter involving a conflict of interest or potential of interest was discussed or voted upon shall include the name of the individual that recused themselves from the discussion and or vote.

These Bylaws were duly adopted by the Board of Directors of Liberty Christian School, Inc., on February 13, 2025.

Shaunthea N Callahan-Secretary of the Board of Directors

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