

Providence Academy
Association
By-Laws

Revised October 12, 2008

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Providence Academy Association By-Laws

Adopted: May 2, 1994

Revised: June 26, 2000

Revised: October 12, 2008

Article I. Name of School

The name of the school shall be Providence Academy. The name of the association of founders, parents and patrons of Providence Academy will be the Providence Academy Association.

Article II. Objectives and Statement of Faith

Section 1. Objectives

The primary mission of this association is to operate a school that will adhere to the statement of faith and purpose as set out in Sections 1 and 2 of Article II of these by-laws.

Education at Providence Academy is defined as inherently different than public education in philosophy and content. Providence Academy attempts to operate as an extension of the family. At all its levels, programs and teachings, Providence Academy seeks to:

- A. Teach all subjects as parts of an integrated whole with the Scripture at the center (2 Timothy 3:16-17).
- B. Provide a clear model of biblical Christian life through its staff and board (Matthew 22:37-40).
- C. Encourage every child to begin and develop his relationship with God the Father through Jesus Christ (Matthew 28:18-20).
- D. Emphasize grammar, logic and rhetoric in all subjects.
- E. Encourage every student to develop a love for learning and to achieve his academic potential.
- F. Provide an orderly atmosphere conducive to attaining these goals.

Section 2. Statement of Faith

- A. We believe the Bible to be the inspired, the only infallible, authoritative Word of God, and as such, it is the final authority in faith, life, and standards of education.
- B. We believe that there is one God, eternally existent in three Persons: Father, Son and Holy Spirit.
- C. We believe in the deity of our Lord Jesus Christ, in His virgin birth, in His sinless life, in His miracles, in His vicarious and atoning death through His shed blood, in His bodily resurrection, in His ascension to the right hand of the Father, and in His personal return in power and glory.
- D. We believe that, for the salvation of lost and sinful men, regeneration by the Holy Spirit is absolutely necessary.
- E. We believe that salvation is by grace through faith alone.
- F. We believe that faith without works is dead.
- G. We believe that the Christian is enabled to live a Godly life by the Holy Spirit who dwells within him.
- H. We believe in the resurrection of both the saved and the lost; they that are saved to the resurrection of life and they that are lost to the resurrection of damnation.
- I. We believe in the spiritual unity of all believers in our Lord Jesus Christ.
- J. We believe that the chief end of man is to glorify God and enjoy Him forever.

As a matter of firm policy, it is mandatory that all board members and staff of Providence Academy subscribe to the above statement of faith in a manner and method prescribed by the board of directors, either by written statement or by oral testimony before the board.

Article III. Offices

The principal office of the association in the State of Tennessee is located in Johnson City, Tennessee at the site of the school at 2788 Carroll Creek Road, Johnson City, Tennessee, in the county of Washington. The offices may be maintained at this location but may, from time to time, be changed at the discretion of the board of directors.

Article IV. Membership

The membership of the association shall include the parents of all duly enrolled full time students of Providence Academy, members in good standing of any duly authorized *ad hoc* committee, school staff, and such other members as may be approved by the board of directors, such as alumni and their parents.

Providence Academy admits students of any race, color, national or ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, national or ethnic origin in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic or other school administered programs.

Article V. Board of Directors of Providence Academy Association

Section 1. Qualifications

Subject to availability of suitable board members subscribing to the agreed upon statement of faith, every attempt will be made to secure board members having expertise valuable to the school and a demonstrated commitment to Christian education. In all cases, the demonstrated Christian walk of the individual board member shall be a major consideration as to their suitability as board members. Staff members are excluded from elected board seats.

Section 2. Election and Tenure

There shall be a minimum of eight board seats, all elected to serve maximum four year terms.

New board members may be nominated for their terms of service by two or more sitting board members, or by petition of no less than ten parents of current Providence Academy students. Petitions must be received by the current sitting board not less than sixty days prior to the annual meeting. Any two sitting board members may remove a nominee from consideration. The board will announce nominees to association members not less than two weeks prior to the annual meeting. Election will be affirmed by a majority of ballots returned to the board at or before the annual association meeting. Board members may be elected to serve consecutive terms.

Section 3. Vacancies

A vacancy due to member and/or board action, death or resignation, may be filled by the board for the remaining portion of the term. In all such circumstances, the board shall remain sensitive to the needs and desires of the parents and students, and to the spiritual mission of the school. Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of remaining directors though less than a quorum of directors remain.

Section 4. Ex-officio Board Members

The board of directors may designate non-voting, *Ex-officio* members of the Providence Academy Board by a two-thirds majority vote of the full board. Their term of service will continue at the discretion of the board. At the direction of the board, non-voting *Ex-officio* members may be designated as secretary of the association.

Section 5. School Administrator

The board by unanimous vote shall employ a chief administrator whose duties shall include, but not be limited to, pre-qualifying all staff, hiring support staff, developing budgets, preparing financial statements, maintaining the spiritual quality of the school, developing the curriculum, dismissing staff, and all day to day administrative duties. While matters of staff policy shall remain the primary duty of the school administrator, no permanent hiring decision shall become final without the concurrence of the board or board committee.

Section 6. Sabbaticals for Board Members

Any board member, because of personal reasons, may petition the board for a one year sabbatical from their duties on the board. The board shall then vote by simple majority to grant or deny the sabbatical. In the case of a granted sabbatical, the board member may not petition the board for a consecutive sabbatical year, but must either fulfill their duties or resign from the board. The sabbatical year counts as part of the board member's elected term.

Article VI. Officers of the Board

Section 1. Number

The officers of the association shall be a chairman, a vice-chairman, and a secretary, each of whom shall be elected by the board of directors. Such other officers and assistants as may be deemed necessary may be elected by the board.

Section 2. Election

The officers of the association to be elected by the board of directors shall be elected annually by the board of directors at the first meeting of the new board. Each director and officer shall hold office until his successor shall have been duly elected.

Section 3. Removal of Officers

Any elected officer or agent may be removed from office by the board of directors whenever in its judgment the best interests of the school will be served thereby. Three consecutive absences from regular board meetings constitutes valid grounds for removal from office.

Section 4. Removal of Board Members

Three or more sitting board members, or fifteen or more parents of Providence students may petition the board for removal from the board of any board member they feel lacks a basic commitment to the association's statement of faith, goals of the school, or wisdom and diligence in matters brought before the board. A board member may be removed from the board by a three quarter (3/4) majority vote of the board members not under consideration.

Section 5. Chairman

The chairman shall, when present, preside at all meetings of the board, as well as all general meetings of the association. He may sign with the secretary, or any other full and proper officer thereunto authorized by the board, any checks, deeds, contracts or other instruments which the board has authorized to be executed.

Section 6. Vice-Chairman

In the absence of the chairman, or in the event of the inability of the chairman to act, the vice chairman shall perform the duties of chairman.

Section 7. Secretary

The secretary or his designee shall: (a) keep the minutes of the proceedings, (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law, (c) keep a current, valid post office address of each association member, (d) sign with the president of the board any legal instrument approved by the board, and (e) generally perform the duties of the office of secretary for the association including such other duties as from time to time may be assigned to him by the chairman or by the board, including maintenance of the association offices.

Article VII. Committees of the Board

Section 1. Executive Committee

An executive committee, comprised of the chairman, vice chairman, secretary, and school administrator, may, in the absence of the full board, exercise all authority of the board to the extent of the full board authorization. However, said authorization shall not enable the executive committee to incur indebtedness, sell or lease school property, revoke or amend the by-laws, hire staff, or establish policy. The executive committee shall have authority to approve minutes of the full board and set the agenda for board meetings.

Section 2. Standing Committees

The board of directors may designate several standing committees to provide a division of labor for the entire board. Standing committees may include, but not be limited to facilities, finance, personnel, long range planning, and curriculum. The standing committees shall be designated by resolution passed by a majority of the board of directors. Any standing committee may also be disbanded by a resolution passed by a majority of the board of directors.

Standing committees be composed of at least one sitting board member who shall act as chairman. Other committee members shall be appointed by the chairman of the committee but shall be approved by the full board. A minimum of three committee members is required for each of the standing committees. Three fifths (3/5) of the standing committee members shall constitute a quorum.

The standing committee shall meet as required, but no less than once every two months. The committee shall keep minutes of the meeting and shall report to the full board at each board meeting. The report to the full board shall be presented in the form of information and recommendations. Recommendations have the force of a motion and second when presented to the full board.

Section 3. Ad hoc Committees

The board of directors may, by resolution passed by a majority, designate such *ad hoc* committees as may be appropriate, consisting of two or more board members and others, as deemed necessary to carry out the activities and purposes of the board. All committees serve at the pleasure of the board and may be comprised of board members, regular and *Ex-officio*, parents or any others who may be approved to serve.

Article VIII. Meetings

Section 1. Annual Meeting

The annual meeting of the parents of Providence Academy Association will be held in the spring of each year for the purpose of transacting such business as may be brought before the group including, but not limited to, the year-to-date financial reports, year-to-date scholarship and attendance reports, election of board members and such other business as may be deemed appropriate by the board and the membership.

Section 2. Notice of Annual Meeting

Except as otherwise provided by the board, all members of Providence Academy Association shall be sent, by US mail or e-mail, a printed notice announcing the annual meeting, stating the general purpose, time, date, and place of said meeting not less than two weeks prior to the annual meeting. The agenda for the annual meeting will be set by the board and by petition of ten or more members. Petitions must be received by the current sitting board not less than thirty days prior to the annual meeting.

Section 3. Regular Meetings of the Board

The full board of directors of Providence Academy shall meet at regular intervals of not less than once per month at a regularly designated place at a pre-announced time. All regular meetings of the board shall be open to any member of the association, and shall be conducted from a pre-published printed agenda, posted outside the administrative offices at least two days in advance.

Section 4. Special Meetings

Special meetings of the membership or the board may be held at a time and place designated by the board to address such issues as may come before the board and shall be called by the chairman or whenever a petition requesting such special meeting, signed by twenty or more members, has been submitted.

Section 5. Decorum

All meetings of the board shall be conducted according to *Roberts' Rules of Order* using a printed, pre-published agenda. Minutes of all regular board meetings will be published and maintained in a permanent binder in the association offices.

Section 6. Quorum[s]

Three fifths (3/5) of the full board shall constitute a quorum for full board action. Board proxies may only be held for specific issues, exercised only in behalf of that issue.

Attendance at the annual meeting of twenty or more members shall constitute a quorum. If less than twenty members are present at a meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

All members of the executive committee shall constitute a quorum for the transaction of day to day business.

Section 7. Executive Session

The board may, as circumstances dictate, adjourn to closed executive session from time to time to address spiritual, personnel or disciplinary issues.

Section 8. Board Action

The board will be considered as having formally acted when, in a duly-constituted meeting, a proposal is moved, seconded, discussed, passed with the appropriate margin of votes, entered in the minutes, and duly-approved.

Board discussion, consensus, debate, etc. does not constitute formal board action.

Article IX. Fiscal Responsibility

Section 1. General Policy

The Board is responsible through the budgeting process to ensure that the day to day operations of the school, including facility maintenance, shall be fully funded. Budgeted expenditures for the day to day operations will not exceed the projected tuition, and fees, and pledged giving.

Section 2. Budgets

The board will approve the annual operating budgets. The operating budget for the following fiscal year shall be submitted to the board in February with final board action to approve the budget taken no later than March.

Section 3. Financial Statements

It shall be the board's responsibility to ensure that detailed, balanced monthly financial statements are submitted to the board within 30 days of the end of the month for which the statement is prepared. All financial statements are subject to final approval by the board.

Section 4. Financial Inspection

The financial records of Providence Academy will be inspected at no less than yearly intervals conducted by a certified accounting firm selected by the Board, or alternatively, by at least an *ad hoc* committee comprised of qualified persons. Findings of this audit, inspection, or review will be made available to association members upon request.

Section 5. Fund Raising

It shall be the board's responsibility to set policy for the fund raising activities of the school staff and to be responsible for their effectiveness and appropriateness.

Section 6. Gifts

The school may accept both designated and undesignated financial gifts. However, the board retains the authority to decide whether the purpose of any designated gift is consistent with the bylaws, mission, and current goals of the school. If the board decides that expending the funds in accordance with the designation would not be appropriate for the school at the time, the board may elect not to accept such gift or may request a change in the designation from the donor. Ultimately, the board is responsible to approve all financial expenditures of the school whether the source of funds is from designated or undesignated gifts.

Article X. Contracts, Loans, Checks and Deposits

Section 1. Contracts

The board may authorize any officer, officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the association.

Section 2. Loans

No loans shall be contracted on behalf of the association without unanimous approval of the board of directors and a minimum of seven days advance written notice to the association members. However, the stated intent of the board is to be debt-free.

Section 3. Checks and Drafts

All checks or drafts issued by Providence Academy shall be signed by signature authorization as shall be determined by resolution of the board of directors. Administration will present a schedule of aged accounts payable and aged accounts receivable every thirty days for the board's information and approval.

Section 4. Deposits

All funds of the association shall be deposited in such depositories as the board may select.

Article XI. Fiscal Year

The fiscal year of the association shall begin on the first day of July and end on the thirtieth day of June of each year. Terms of the board [members] will run concurrent with the fiscal year.

Article XII. Amendments to By-Laws

These by-laws, with the exception of Articles I and II, may be altered, amended, or repealed by a unanimous vote of the board at any regular or special meeting provided a minimum of ten days written advance notice of the regular or special meeting has been mailed, by US mail or e-mail, to all association members of record at their last known address, specifically enumerating such proposed changes or amendments.