

# Greyfriars Classical Academy By-Laws

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## **Article I. Name of the Corporation**

The Corporation shall be known as Greyfriars Classical Academy, Inc. (the Corporation). It is organized in the State of North Carolina as a nonprofit corporation for educational and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), effective October 9, 2008.

## **Article II. Foundational Principles**

### ***Section 1. Purpose***

The Corporation shall establish and operate a private, religious school known as Greyfriars Classical Academy (the Academy) in the vicinity of Matthews, North Carolina. The terms “Corporation” and “Academy” are used in these by-laws interchangeably.

Education at the Academy will be classical, Christian, and covenantal. As a classical school, the Academy will provide students with an education in which grammar (the fundamental facts and rules of each subject), logic (the ordered relationship of particulars in each subject), and rhetoric (the expression in speech and writing of the ideas of each subject) are emphasized in all subject areas. As a Christian school, the Academy will present all instruction in a way consistent with and from the perspective of the Scriptures of the Old and New Testaments. As a covenantal school, the Academy will be a ministry of support to Christian parents seeking to provide a Christian education to the children of the Church, first to the members of Matthews Orthodox Presbyterian Church, and also to the members of churches of like faith and practice.

### ***Section 2. Educational Approach***

The Academy will provide a university-model education for a full high-school program (grades 9 - 12), consistent with North Carolina educational standards and college preparatory requirements. The core subjects of theology, history, English, mathematics, science, and Latin will be emphasized. Enrollment in the Academy will be into the total program and not on a per-course basis. Classes will be held three days a week.

### ***Section 3. Statement of Faith***

It is mandatory that all Board members, teachers, and staff fully subscribe to the following statement of faith, either by written statement or by oral testimony before the Board:

1. We believe the Bible alone to be the word of God, the ultimate and infallible authority for faith and practice.
2. We believe that there is one God, eternally existent in three Persons: Father, Son, and Holy Spirit.
3. We believe that God created the heavens and the earth and all they contain, and that He upholds and governs them in accordance with his eternal will.
4. 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.
5. We believe that, for the salvation of lost and sinful men, regeneration by the Holy Spirit is absolutely necessary.
  6. We believe that salvation is by grace through faith alone.
  7. We believe that faith without works is dead.
  8. We believe in the present ministry of the Holy Spirit, by whose indwelling the Christian is enabled to live a godly life.
  9. 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.
  10. We believe in the spiritual unity of all believers in our Lord Jesus.

### **Article III. Members of the Corporation**

The Corporation shall have no members. Members of the Board, all faculty and staff, and parents of current students shall comprise the Greyfriars Classical Academy Association, hereinafter “Association” (see Article VII), which shall have no voting rights in corporate business.

### **Article IV. Board of Directors**

#### ***Section 1. Number***

The Board of Directors shall be composed of five (5) members. The size of Board membership may be increased in increments of two (2) at the Board’s discretion.

#### ***Section 2. Appointment***

Candidates for Board membership may be nominated by any member of the Board or of the Association. New members shall be added to the Board by the unanimous appointment of the standing Board, subject to the qualifications outlined below (IV:4).

#### ***Section 3. Tenure***

All seats on the Board of Directors shall be permanent seats, subject to resignation or removal. Members of the Board may take up to a one-year sabbatical leave from the Board, subject to approval by the majority of the Board.

#### ***Section 4. Qualifications***

Board members must be in agreement with the Foundational Principles and Statement of Faith set forth in Article II, and they must be members in good standing of a local Christian church. At least a majority of Board members must be members in good standing of Matthews Orthodox Presbyterian Church (the pastor of said church being considered a member of that church for these purposes). In addition, Board members should have expertise valuable to the Academy and a demonstrated commitment to classical and Christian education. In all cases, the Christian walk of the individual Board member shall be a major consideration as to his or her suitability for Board membership. Spouses may not serve together on the Board.

#### ***Section 5. Vacancies***

Any vacancy occurring on the Board of Directors through resignation, removal, or death, shall be filled by the unanimous appointment of the existing members of the Board, though less than a quorum of Board members remain.

### *Section 6. Removal*

A Board member may be removed from the Board by a unanimous vote of the members of the Board not under consideration.

### *Section 7. Responsibilities*

1. The Board shall preserve and propagate the foundational principles of the Academy, and shall set and enforce the policies of the Academy in keeping with these by-laws.
2. The Board shall perform long-term planning for the Academy, oversee all requisite fund-raising endeavors, and enact all major business transactions.
3. The Board shall review all curriculum changes, teacher and staff appointments, student applications, teacher and student dismissals, annual budgets, tuition and fees, and policy manuals.
4. The Board shall ensure compliance with all state and federal requirements, and provide for accurate financial records and periodic financial audits.
5. The Board shall appoint one of its own members to visit the Academy periodically to assure itself of the faithful execution of the Academy's educational program and policies.
6. The Board shall be ultimately responsible for all aspects of the life of the Academy, but may delegate to a Headmaster certain responsibilities as outlined below (IV:8). A headmaster shall be appointed by a unanimous vote of the Board.
7. The Board shall provide for the perpetuation of its own membership according to the terms set forth above (IV: 1-6).

### *Section 8. Academy Headmaster*

1. The Headmaster shall present regular reports to the Board regarding the planning for and well being of the Academy, and he shall implement all Board policies.
2. The Headmaster shall submit for approval to the Board recommendations concerning curriculum changes, teacher appointments, student applications, teacher and student dismissals, annual budgets, tuition and fees, and policy manuals.
3. The Headmaster shall oversee the development of the curriculum, including course descriptions and textbooks, and any necessary teacher training.
4. The Headmaster shall oversee the recruitment and hiring of teachers, as well as their job performance evaluations.
5. The Headmaster shall oversee interviews with prospective students and their families.
6. The Headmaster shall oversee development of appropriate policy manuals for the Board, staff, faculty, and students.
7. The Headmaster shall oversee Academy publicity and correspondence, including a Academy website.
8. The Headmaster shall oversee overall management of day-to-day operations of the Academy.
9. The Headmaster shall oversee all financial matters, including preparation of the annual budget, monitoring income and expenses, payment of faculty, placing orders for supplies and equipment, and maintaining timely and accurate accounting records.
10. The Headmaster shall oversee facility maintenance and use, serving as liaison with the representatives of the host church.
11. The Headmaster shall maintain regular communication with parents, answering questions and resolving conflicts.
12. The Headmaster shall fulfill all other tasks delegated to him by the Board.

### ***Section 9. Ad Hoc Committees***

The Board may at its discretion appoint *ad hoc* committees to assist it in fulfilling its responsibilities. At least one Board member shall sit on each advisory committee, and all actions of the advisory committees shall be subject to the review of the full Board. Committees will exist to advise and serve the Board, and will report only to the Board. Committees will exercise no authority over the Headmaster, faculty, or staff. Ad hoc committees may be dissolved by the Board when their assistance is no longer needed.

## **Article V. Officers of the Board**

### ***Section 1. Designation of Officers***

The officers of the Corporation shall be a President, a Secretary, and a Treasurer, 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. Any two or more offices may be held by the same person except the offices of President and Secretary.

### ***Section 2. Election***

The Board of Directors shall elect its own officers for three-year terms, with officers being eligible for reelection at the end of each term. A new election for officers of the Board may take place at the end of each three-year term, upon the resignation or removal of any officer, or at the will of a majority of the Board of Directors.

### ***Section 3. Removal***

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

### ***Section 4. President***

The President shall prepare agendas and, when present, preside at all meetings of the Board. He may sign with the Secretary, or any other full and proper officer duly authorized by the Board, any checks, deeds, contracts, or other instruments which the Board has authorized to be executed.

### ***Section 5. Secretary***

The Secretary or his designee shall keep the minutes of all Board meetings and submit them to the Board, see that all notices are duly given in accordance with the provisions of these by-laws or as required by law, sign with the President any legal instrument approved by the Board, and perform all duties as from time to time may be assigned to him by the Board.

### ***Section 6. Treasurer***

The Treasurer or his designee shall have charge of and be responsible for all reporting and accounting of funds of the Academy, receive and give receipt for moneys due and payable to the Academy, and deposit all such moneys in the name of the Academy in such banks or other depositories as shall be selected by the Board, and perform all duties as from time to time may be assigned to him by the Board. The office of treasurer may be left vacant if the Academy's controller serves in a financial capacity at Board meetings.

## **Article VI. Meetings of the Board**

### ***Section 1. Regular and Special Meetings***

The full Board of Directors shall meet at regular intervals at a regularly designated place and time. Special meetings of the Board may be held at a time and place designated by the President to address such issues as may come before the Board requiring action sooner than the next regularly scheduled meeting.

### ***Section 2. Quorum***

A majority of the Board members shall constitute a quorum for full Board action.

### ***Section 3. Executive Session***

Meetings of the Board shall ordinarily be open to members of the Association upon their request. The Board may at any time, however, adjourn to closed session at its discretion.

### ***Section 4. Board Action***

All meetings of the Board shall be conducted according to *Roberts' Rules of Order*, using a printed agenda. 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, and entered into minutes which are duly approved. All actions will require a simple majority vote, unless otherwise stipulated in these by-laws. Board discussion, consensus, debate, etc. does not constitute formal Board action.

### ***Section 5. Action Without a Meeting***

Action required or permitted by the North Carolina Nonprofit Corporation Act to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents signed by each director before or after such action, describing the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section 5 is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this Section 5 has the effect of a meeting vote and may be described as such in any document.

## **Article VII. The Association**

The Association shall hold at least two stated meetings each year: one to be held in fall and the other to be held in spring, with the exact time, place, and agenda to be set by the Board. The Board shall appoint one of its own members, or the Headmaster, to preside over the meetings of the Association. The purpose of the meetings shall be to present reports from the Board concerning the activities and progress of the Academy, including its budget and financial status, and to receive input from the Association concerning various aspects of the life and well-being of the Academy. The meetings of the Association will be informational in nature.

It shall be the responsibility of the Board to issue regular and timely updates to the Association, by email or post, concerning its own actions and decisions on behalf of the Academy, as well as any other information with relevance for the broader Academy community.



## **Article VIII. Fiscal Responsibility**

### ***Section 1. General Policy***

The Board is responsible through the budgeting process to ensure that the day-to-day operations of the Academy, including facility maintenance, shall be fully funded. Budgeted revenue for the day-to-day operations will be comprised of the projected tuition; any anticipated publication sales; other planned, non-donation/undesignated proceeds; and projected, undesignated donations.

### ***Section 2. Budgets***

The Board will approve the annual operating budget. The Headmaster will submit an operating budget for the following fiscal year to the Board no later than March 31, with final Board action to approve the budget taken no later than April 30.

### ***Section 3. Financial Statements***

It shall be the Headmaster's responsibility to prepare a monthly financial statement to be submitted to the Board seven days prior to the next regular Board meeting. All financial statements are subject to Board review.

### ***Section 4. Financial Inspection***

The books of the Corporation will be reviewed by an outside agency comprised of qualified persons at no less than yearly intervals. Findings of this review will be made available to interested Association members.

### ***Section 5. Fund Raising***

It shall be the Board's responsibility to set policy for fund raising activities and to be responsible for their effectiveness and thoroughness.

## **Article IX. 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 Corporation.

### ***Section 2. Loans***

No loans shall be contracted on behalf of the Corporation without approval of the Board.

### ***Section 3. Checks and Drafts***

All checks or drafts issued by the Corporation shall be signed by such officers in such a manner as shall be determined by resolution of the Board.

### ***Section 4. Deposits***

All funds of the Corporation shall be deposited in such depositories as the Board or its delegate may select.

## **Article X. Fiscal Year**

The fiscal year of the Corporation shall begin on the first day of July and end on the thirtieth day of the following June each year.

## **Article XI. Distribution of Assets Upon Dissolution**

In case of dissolution of the Corporation, the Board shall, after paying all obligations of the Corporation, dispose of all remaining assets of the Corporation in such a manner, or to such organization(s), as may be organized and operated exclusively for religious, charitable, educational, scientific, or literary purposes as shall at the time qualify as an exempt organization(s) under Section 501 (c) (3) of the Internal Revenue Code of 1986 as amended, or the corresponding provision of any future United States Internal Revenue law, or any similar law of the State of North Carolina, as the Board shall determine. The Board shall make every attempt to dispose of such assets to Christian educational causes that meet the preceding qualifications.

## **Article XII. Amendments to By-Laws**

These by-laws, with the exception of the sections noted below, may be altered, amended, or repealed by unanimous vote of the Board at any regular or special meeting of the Board of Directors. A minimum 30-day waiting period between the motion and the final vote is required. The following sections may not be altered in any way:

Article II: Sections 1 and 3 in their entirety.

Article III

Article IV: Sections 2 and 4 in their entirety.