**GPA MINISTRIES, INC.**

**Grace Preparatory Academy**

**GOVERNING BY-LAWS**

Revised Effective as of January 1, 2019

**ARTICLE I**

**Name of Organization**

The legal name of the organization is GPA Ministries, Inc., a Texas non-profit corporation operating under the legally assumed name of Grace Preparatory Academy (“GPA” or the “Academy”), pursuant to an Assumed Name Certificate recorded in the office of the Secretary of State of Texas on July 28, 2014.

**ARTICLE II**

**Vision Statement**

*“Developing family-centric, college-worthy character witnesses for Christ.”*

**ARTICLE III**

**Mission Statement/Purpose**

GPA partners with parents to provide a family-centric, Christ-centered, college preparatory education where students are allowed to further develop their God-given talents and virtues and become college-worthy character witnesses for Christ.

**ARTICLE IV**

**Guiding Principles**

While collaborating with Christian parents in the academic, spiritual, and social development of their students is our ultimate directive, we also acknowledge the following biblical precepts that help GPA accomplish our vision and mission:

**IV.1—Love and glorify God** as He is revealed in the Bible: *“Jesus replied: ‘Love the Lord your God with all your heart and with all your soul and with all your mind.’ This is the first and greatest commandment.’” (Matt. 22:37-38). “And whatever you do, whether in word or deed, do it all in the name of the Lord Jesus, giving thanks to God the Father through him”* (Col. 3: 17). *“So whether you eat or drink or whatever you do, do it all for the glory of God.”* (1 Cor. 10: 31). The Bible is our standard of truth and final authority for faith and practice in all matters relating to GPA. Our chief aim is to love and glorify God through everything we do.

**IV.2—Help Fulfill the Great Commission** (Matt. 28: 18-20). The governing imperative verb of Christ’s Great Commission in Matthew’s gospel is “disciple” or “make disciples.” Members of Christ’s Church, therefore, are commanded to make disciples among all peoples by *“going, baptizing, and teaching.”* They are to do so in the confident assurance that all authority is given to Christ and that always He will be with them. GPA seeks to build up the Body of Christ by cooperating with Christ’s Great Commission purpose; encouraging all men, women, boys and girls to be both personal disciplined followers and public character witnesses of the Lord Jesus Christ everywhere they go.

**IV.3—Affirm and encourage parents** in their God-given opportunities and responsibilities: *“Love the LORD your God with all your heart and with all your soul and with all your strength. These commandments that I give you today are to be upon your hearts. Impress them on your children. Talk about them when you sit at home and when you walk along the road, when you lie down and when you get up.”* (Deut. 6:5-7). The first two instructions to God’s people after the original giving of the Great Commandment was that they: (1) keep God’s commandments in their hearts and, (2) teach those commandments to the next generation. Parents are God’s first plan, and His single most effective agents, for spreading the Gospel to children and discipling young believers. The vast majority of Christians come to a “saving faith” in Christ when they are children, under the influence of their parents; furthermore, the successful sharing of a parent’s faith and values is best facilitated when actively involved parents take the time, make the opportunity, and employ the tools needed for developing close, loving, and nurturing relationships with their children. Whether the issue is instilling positive traits (e.g. respect for authority, personal integrity, honesty, dependability, loyalty, and commitment) or avoiding negative consequences (e.g. teenage suicide, substance abuse, adolescent violence, sexual promiscuity, and teenage pregnancy), parents must take their proper place on the front line. If the influence of parents ever breaks down, the cost will be measured in lost souls. The percent of children who come to faith later in life is so small, and the consequences of a negative, neglected childhood are so great, that the positive influence of parents early in life must command our utmost attention and priority.

**IV.4—Educate with excellence** in a Christ-centered environment: *“Whatever you do, work at it with all your heart, as working for the Lord, not for men, since you know that you will receive an inheritance from the Lord as a reward. It is the Lord Christ you are serving.”* (Col. 3:23-24). Christian children, like their Lord, are to keep *“increasing in wisdom and stature, and in favor with God and man.”* (Luke 2:52). Likewise, *“Blessed is the man who finds wisdom, the man who gains understanding.”* (Prov. 3:13). Also, *“Instruct a wise man and he will be wiser still; instruct a righteous man and he will add to his learning.* (Prov. 9:9). If we are to teach and instruct students “as working for the Lord,” the standard of our performance can be nothing less than excellence, taking into account applicable research and the best relevant practices concerning teaching and learning.

**IV.5—Integrate home and school** in age-appropriate ways, throughout the curriculum design, and including student activities. GPA exists to assist parents with the modern day difficulties of preparing their children for college while recognizing and supporting the parents’ unique role in communicating their faith and values. For parents to succeed in their all-important responsibility to disciple their children, it is essential for families to experience meaningful time together. Traditional school systems, by their very structure, tend to rob parents and students of this most precious commodity. GPA gives time and access back to parents in exchange for their commitment to be academically and relationally involved with their students outside of class, according to the college-preparatory curriculum design. Such involvement, when lovingly and joyfully administered, leads to greater opportunity for parents to succeed in teaching the most important “subjects”— faith, hope, and love. This good-faith partnership between parents and teachers makes a family-strengthening, quality education both possible and practical.

**IV.6—Foundational Pillars**. Recognizing that GPA’s mission is to partner with parents to provide a family-centric, Christ-centered, college preparatory education where students are allowed to further develop their God-given talents and virtues and become college-worthy character witnesses for Christ, the Academy has established the following three pillars (the “Foundational Pillars”) as the organizational focus for all aspects of the Academy:

**1. Academic Excellence:** GPA is committed to partnering with parents to achieve student performance with a Christ-centered and biblically based educational foundation.

- GPA will hire professional role models who will inspire excellence and lifelong learning.

- GPA will provide a challenging Christ-centered and biblically based academic curriculum.

**2. Spiritual and Leadership Development:** GPA is committed to partnering with parents to develop students’ spiritual growth and leadership skills through extracurricular activities.

**-** GPA will encourage staff, students and families to be actively involved in, and committed to, a Bible believing local church body.

**-** GPA will provide opportunities for our students and families to minister in our local community and beyond.

**3.** **Institutional Integrity:** GPA is committed to biblical integrity and stewardship and providing the resources (financial and otherwise) to support academic excellence and the spiritual and leadership development of our students.

- GPA will exercise biblically based stewardship of all resources.

- GPA will maintain accurate financial records and cause the same to be audited or reviewed on a periodic basis from time to time as determined by the Board (defined below).

**ARTICLE V**

**Spiritual Objectives**

**V.1—General**

The Spiritual objective of GPA is to encourage its students, families, and staff members to live and work whole-heartedly for the Lord and for the building of His body, the Church. We further wish to encourage all associated with the Academy to live in ever-increasing obedience to Him by bringing all facets of their lives under His control and authority (Matt. 22:37-40). Parents, staff, and Board members, therefore, must be in agreement with GPA’s statements of faith, and of non-affiliation, and non-denominational position.

**V.2—Statement of Faith**

**V.2.a—***We believe* the Bible to be the only inspired, infallible, authoritative, inerrant Word of God as originally conveyed (2 Timothy 3:15; 2 Peter 1:21), and we adhere to its orthodox interpretation regarding all matters, including but not limited to the sanctity of life beginning at conception, the sanctity of marriage between one man and one woman, the imperative nature of salvation in Jesus Christ alone, et al.

**V.2.b—***We believe* there is only one God, eternally existing in three persons—Father, Son, and Holy Spirit (Genesis 1:1; Matthew 28:19; John 10:30).

**V.2.c—***We believe* in the deity of Christ (John 10:33); His virgin birth (Isaiah 7:14; Matthew 1:23; Luke 1:35); His sinless life (Hebrews 4:15; 7:26); His miracles (John 2:11); His vicarious and atoning death (1 Corinthians 15:3; Ephesians 1:7; Hebrews 2:9); His resurrection (John 11:25; 1 Corinthians 15:4); His ascension to the right hand of the Father (Mark 16:19); and His literal, bodily, and personal return to this earth in power and glory (Acts 1:11; Revelation 19:11).

**V.2.d—***We believe* in the absolute necessity of regeneration by the Holy Spirit for salvation because of the exceeding sinfulness of human nature, and that men are justified on the single ground of faith in the shed blood of Christ, and that only by God’s grace and through faith alone we are saved (John 3:16-19; 5:24; Romans 3:23; 5:8-9; Ephesians 2:8-10; Titus 3:5).

**V.2.e—***We believe* in the resurrection of both the saved and the lost; they that are saved unto the resurrection of life, and they that are lost unto the resurrection of damnation (John 5: 28-29).

**V.2.f—***We believe* in the spiritual unity of believers in our Lord Jesus Christ (Romans 8:9; 1 Corinthians 12:12-13; Galatians 3:26-28).

**V.2.g—***We believe* in the present ministry of the Holy Spirit by whose indwelling the Christian is enabled to live a godly life (Romans 8: 13-14; 1 Corinthians 3:16; 6:19-20; Ephesians 4:30; 5:18).

**V.3—Non-Denominational Position**

GPA’s Statement of Faith is fundamental to basic Christian tenets and contains those doctrines to which we unreservedly adhere and teach. It is our desire to maintain this position and to do so in all fairness to each family. In honoring this desire concerning the operation and outreach of the Academy, there shall be no attempt made by parents, students, staff, or Board members to promote or disparage any doctrinal or denominational beliefs, practices, or positions regarding issues upon which the Academy itself has assumed no official stance. Above all, we desire to remain united in the salvation and love of Christ, avoiding the dissension that may be caused by denominational distinctions.

**ARTICLE VI**

**Statement of Non-Discrimination**

GPA makes no distinction in its employment practices, student admissions, educational and extra-curricular policies and programs, or operating policies and procedures concerning an individual’s gender, race, color, or national and ethnic origin.

**ARTICLE VII**

**Government**

**VII.1—Fundamental Governing Standard**

*Now these [the Bereans] were more noble-minded than those in Thessalonica, for they received the word with great eagerness, examining the Scriptures daily, to see whether these things were so.*

*—Acts* 17: 11

Out of a deep reverence for God our Father and for our Lord and Savior Jesus Christ, and in response to His explicit teachings and commands (cf. Isaiah 66:1-2; Matt. 28:19-20; Luke 6:46-49), GPAaffirms that the Word of God, i.e., the Old and New Testaments of the Bible as originally conveyed, is the fundamental and final governing authority of GPA*.* All policies and practices adopted by the Board must be in harmony with these sacred Scriptures.

**VII.2—Implementation of the Lord’s Commands**

*Therefore putting aside all filthiness and all that remains of wickedness, in humility receive the word implanted, which is able to save your souls. But prove yourselves doers of the word, and not merely hearers who delude themselves.*

*—James 1:21-22*

While endeavoring consistently to put into practice the admonitions of Scripture, members of the GPA Board of Directorsshall commit themselves to biblical accountability with each other and to the Academy community at large.

**VII.3—Organizational Structure**

GPA is wholly governed and staffed by professing Christians as follows:

BIBLE/JESUS CHRIST

GOVERNING BY-LAWS

BOARD OF DIRECTORS

HEAD OF SCHOOL

ACADEMY PERSONNEL

**ARTICLE VIII**

**Board of Directors**

**VIII.1—General**

**VIII.1.a—**The Head and supreme authority of GPA is the Lord Jesus Christ (Eph. 1.22; Col. 1.18). His will, which will be discerned through the prayerful and appropriate application of His written Word (cf. 2 Tim. 2:15), must be followed in all matters pertaining to the Academy.

**VIII.1.b**—The overseers of the Academy, i.e., those who have been given responsibility for its government, shall be the members of the Board of Directors of GPA (the “Board”).

**VIII.1.c**—The authority of the Board members is invested in the Board as a corporate whole rather than in the members individually.

**VIII.1.d**—The Board shall be responsible for establishing, within the confines of GPA’s established By-Laws, the remaining governing policies for the Academy.

**VIII.2—Qualifications for Board Members**

**VIII.2.a**—Board members must exemplify a mature and active faith in Christ, including a clear working knowledge of and loyalty to the Word of God.

**VIII.2.b**—Board members should have a meaningful involvement in, and fully endorse, a Bible­-believing local church whose doctrine and practice bears no contradiction to the basic vision, policies, and mission of GPA.

**VIII.2.c**—Board members should have a sincere interest in the spiritual life and Christian education of the next generation.

**VIII.2.d**—Board members should have a sincere interest, and deep belief, in the need for GPA to use its programs to help parents disciple college-worthy, character-witnesses of Christ for the next generation, and therefore to bear witness of Jesus Christ to all the world.

**VIII.3—Board Positions**

There shall always be at least five (5), but no more than twelve (12), members of the Board.

**VIII.4—Board Members Term of Office**

A Board member shall serve for a period of three (3) years from the date of his or her appointment, and at the conclusion of such term may be asked by a simple majority vote of the Board to serve for a second successive three (3) year term. At the conclusion of a second successive three (3) year term, any such Board member shall remove himself or herself from the Board for a period not less than one (1) year (after which such former Board member may once again be appointed to a three (3) year term and a second successive three (3) year term, in each case if so appointed by the Board); provided, however, that from time to time, by a unanimous vote of the Board, a Board member may be invited to remain on the Board for an additional consecutive period, not to exceed an additional consecutive two (2) years, prescribed by the Board in cases where such involvement is determined by the Board to be vital to the well-being of the Academy.

**VIII.5—Duties and Responsibilities of Board Members**

**VIII.5.a**—It is the primary responsibility of the Board as a whole to guard and guide the spiritual, financial, organizational, and philosophical well-being of the Academy that has, within the guidelines of these By-Laws, been placed under its care(Acts 20:28).

**VIII.5.b**—The Board is responsible for the selection and hiring of the Head of School for GPA, and is further responsible for the uplifting and encouragement of the Head of School and his or her family through servant leadership.

**VIII.5.c**—The Board is also responsible for approving or denying the Head of School’s recommendation for the hiring and termination of employment of any Dean-level employee of GPA.

**VIII.5.d**—The Board is responsible for approving a budget for the Academy on an annual basis (each, an “Annual Budget”).

**VIII.5.e**—The Board is responsible for the approval of contractual decisions in matters valued in excess of $10,000 that are not contemplated by the applicable Annual Budget previously approved by the Board. By virtue of the authority vested in him or her by the Board, the Head of School is responsible for the approval of all contractual decisions in matters valued below $10,000.

**VIII.5.f**—The Board as a whole is responsible for determining or approving the policies that govern the operation of GPA.

**VIII.5.g**—Each Board member should also remain actively involved as a servant within the Academy, in a role other than that of Board member.

**VIII.5.h**—The Board is responsible for establishing, within the confines of the Academy’s established By-Laws, the governing policies for the Academy. This includes review of, and (if necessary) intervention in, any policy decisions made by GPA’s administration or any Board-established person or group.

**VIII.5.i**—Board members shall not be entitled to receive any compensation for their service as Board members or on any committee or subcommittee.

**VIII.6—Selection Process**

**VIII.6.a**—Any current Board member may nominate for membership on the Board an individual he or she feels is properly qualified. A member of the Academy community may also recommend an individual to a current Board member, who at his or her own discretion may then elect to nominate that individual for service on the Board.

**VIII.6.b**—Before a potential nominee to the Board is officially contacted, his or her name shall be mentioned before the Board to determine whether there is any reason he or she would not be qualified. If the Board knows no such reason and approves the potential appointment, then the nominating Board member, or any member so designated by the Board, shall secure permission from the nominee for his or her name to be officially submitted for consideration.

**VIII.6.c**—When the nominee is contacted, the nominating Board member, or that member so designated, will provide the Board candidate with a copy of these By-Laws and any other appropriate documents as determined by the Board. An appropriate amount of time shall then be given for the candidate to read (and, if applicable, respond to) the documents and prayerfully determine whether the Lord is leading such candidate to allow his or her name for nomination.

**VIII.6.d**—If the candidate allows his or her name for nomination, then the Board will invite the candidate to participate in an interview with the Board, during which such candidate may be asked to share his or her testimony, and may be asked other questions by members of the Board, and will be given the opportunity to ask questions of the Board, after which the Board will prayerfully consider whether the candidate meets all necessary qualifications. If the Board unanimously (i) determines that the candidate meets all necessary qualifications and (ii) agrees to invite the candidate to join the Board, then the Board shall extend to the nominee a formal invitation to join the Board.

**VIII.6.e**—Should the nominee accept the Board’s invitation, he or she shall begin serving at the time determined by the sitting Board. The newly nominated Board member should be convinced within himself or herself that the Lord is calling him or her to serve as a leader of GPA and to accept all the responsibilities that accompany such Board position before accepting the appointment.

**VIII.7—Dismissal of a Board Member**

From time to time, it may be necessary for the Board to ask one of its members to resign from his or her position prior to the conclusion of his or her term of service. In such cases, it is important to follow biblical guidelines, and to do everything necessary to maintain peace and stability on the Board and in the Academy—in accordance with these guidelines:

**VIII.7.a**—In reference to an accusation made against a Board member, in accordance with 1 Timothy 5:19, the Board will receive (i.e., formally address) such accusation against a Board member only on the “basis of two or three witnesses.” Moreover, in accordance with Matthew 18:15-17, anyone bringing a charge against a Board member will be required to approach the member personally. If the accuser elects not to do so, the Board member accused of fault or failure will be informed of the identity of the one bringing the charge against him or her, so that such Board member might seek to reconcile with that individual, as commanded by the Lord in Matthew 5:23-24.

**VIII.7.b**—Should two or more witnesses bring an accusation against a Board member, the charge will be formally addressed (i.e., investigated and discussed as necessary) by the Board. If the accusation is found by the Board not to be legitimate, the matter will not be investigated further and the claimants will be informed of the Board’s judgment in the matter. If, on the other hand, the charge is deemed to be legitimate by the Board, the Board will take whatever steps are necessary, including removing the offending member from the Board through a simple majority vote of the Board, in order to maintain the integrity and witness of the Board and the Academy. The accused Board member will recues himself or herself from such vote.

**VIII.7.c**—A Board member may also be removed from the Board through a simple majority vote of the Board should it become evident through his or her words or actions that he or she no longer supports the general direction or purposes of the Academy, and so has become a divisive influence among the Academy’s constituency or leadership (Titus 3:9-11). The Board member that is the subject of such removal vote will recues himself or herself from such vote.

**VIII.7.d**—A Board member may also be removed from the Board if the Board determines by a simple majority vote of the Board that it has become apparent that the Board member has sufficiently completed his or her service to the Academy as a Board member. The Board member that is the subject of such removal vote will recues himself or herself from such vote.

**VIII.7.e**—A Board member may also be removed from membership on the Board through a simple majority vote of the Board if it is discovered that he or she is involved, privately or publicly, in any action that would be deemed immoral or unethical by the other members of the Board in accordance with biblical values or these By-Laws. The Board member that is the subject of such removal vote will recues himself or herself from such vote.

**VIII.7.f**—All actions taken with regard to the removal of a member from the Board must follow the Board’s standard operating procedures for the conducting of business in Article VIII, Section 8 of these By-Laws, including Section VIII.8.c of these By-Laws.

**VIII.8—Conducting of Board Business**

**VIII.8.a**—Meetings of the Board may take place in person at the Academy campus or such other location as may be designated in advance of such meeting or be held by means of remote communication. Reasonable advance notice of the date, time and place, if any, of any meeting of the Board shall be given to all Board members. Without limiting the manner by which such notice may otherwise be given, such notice may be given by electronic transmission. A quorum shall consist of a simple majority of the Board whether such meeting is held in person or by means of remote communication. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent or vote in writing, setting forth the action so taken, is authorized by at least the number of members of the Board that would be required to approve such action at a meeting of the Board held for such purpose.

**VIII.8.b**—Every effort should be made to achieve unanimity in decisions among the members of the Board of (Phil. 2:1-4; cf. Acts 15, particularly verse 22). If, however, after prayer and deliberation such concurrence cannot be achieved on a given matter, a simple majority vote of the Board shall suffice (unless a different approval threshold is expressly required by these By-Laws). In such cases, it shall be the response of the Board as a whole, publicly and privately, to support the majority decision.

**VIII.8.c**—If any Board deliberations or decisions directly involve a Board member or his or her family, that member will recues himself or herself from any related vote, and such Board member’s vote will not be considered for the purpose of rendering a decision.

**VIII.8.d**— References in these By-Laws to any action or approval requiring (i) the approval or consent of a majority of the members of the Board shall mean the approval or consent of a majority of all of the members of the then sitting Board (as opposed to a majority of the members of a quorum of the then sitting Board members who are present for such vote) and (ii) the unanimous consent or approval of the Board shall mean the unanimous approval of all of the members of the then sitting Board (as opposed to all of the members of a quorum of the then sitting Board members who are present for such vote); provided, however, that the approval or consent of a Board member who is not present for such vote may be separately obtained.

**VIII.9—Standing Committees, Governance Committee, Pillars Committee, Other Committees and Subcommittees**

**VIII.9.a**—**Standing Committees**. In order to provide appropriate oversight of the Academy, and to assist the Board in discharging its responsibility for the proper and prudent governance of the Academy, the Board shall establish and maintain a personnel committee (the “Personnel Committee”) and a finance committee (the “Finance Committee,” and together with the Personnel Committee, the “Standing Committees”). Each Standing Committee shall be composed solely of Board members and/or Advisory Board Members (defined below) as appointed by the Board by a simple majority vote, provided that (i) a majority of the members of each Standing Committee must be Board members, (ii) the Board Treasurer must be a member of the Finance Committee and (iii) each Standing Committee may invite Academy personnel and other persons to participate in any committee meeting as determined by such Standing Committee. Each Standing Committee shall monitor, oversee and support the focus of the oversight and governance function of the Academy for which it is responsible and shall keep the Board apprised of such Standing Committee’s activities by providing periodic reports to the Board. Each Standing Committee may have separate meetings, but must bring all matters requiring the attention or approval of the Board to the Board for discussion, consideration and approval. Each Standing Committee may appoint its own chairman. The chairman of a Standing Committee shall preside over all meetings of such Standing Committee and shall be responsible for directing the work of such Standing Committee in general. The Board may from time to time, by a simple majority vote, add and/or remove a member of any Standing Committee, provided that any member added to a Standing Committee must meet the requirements to serve on such Standing Committee as set forth in this Section VIII.9.a. No member of any Standing Committee shall be entitled to receive any compensation for their service on any such Standing Committee.

**VIII.9.b**—**Personnel Committee**. The Personnel Committee shall be a Standing Committee. The focus of the Personnel Committee is to ensure that the Academy is meeting its commitment to partner with parents to achieve student performance with a Christ-centered and biblically based educational foundation, including by providing advice, counsel and direction to the Head of School and other Academy personnel (such as the Dean of Academics and the Dean of Educational Services), as appropriate, to ensure that the Academy is able to attract, hire and retain professional role models who inspire excellence and lifelong learning. In furtherance (and not in limitation) of the foregoing, (i) in the event of a vacancy in the Head of School position, the Personnel Committee shall be responsible for establishing a search committee to determine appropriate replacement candidates and making its own recommendations regarding such matters to the full Board for the Board’s determination pursuant to Section VIII.5.b of these By-Laws and (ii) the Personnel Committee shall initially hear the Head of School’s recommendation for the hiring and termination of employment of any Dean-level employee of GPA and shall make its own recommendations regarding such matters to the full Board for the Board’s determination pursuant to Section VIII.5.c of these By-laws. While the Head of School remains responsible for the hiring and termination of employment decisions affecting all other Academy personnel, the Head of School is encouraged to consult with the Personnel Committee before making significant personnel decisions. The Personnel Committee shall also periodically review any Academy personnel policies and programs that may have a significant impact on the Academy’s ability to attract, hire and retain appropriate and professional personnel, and shall provide its own recommendations regarding such matters to the full Board for consideration.

**VIII.9.c**—**Finance Committee**. The Finance Committee shall be a Standing Committee. The focus of the Finance Committee is to ensure that the Academy is meeting its commitment to biblical stewardship and is providing and managing the financial resources available to support academic excellence and spiritual leadership and development of the Academy’s students. In furtherance (and not in limitation) of the foregoing, the Finance Committee shall be responsible for (i) reviewing, analyzing and, as appropriate, revising the annual budget of the Academy proposed by the Head of School and making its own recommendations regarding such matters to the full Board for determination pursuant to Section VIII.5.d of these By-Laws, (ii) making recommendations to the full Board regarding the Academy’s sources of income (including by proposing tuition adjustments when applicable) for the Board’s consideration, (iii) strategically considering (A) alternative sources of income that may be available in order to attempt to reduce tuition increases when appropriate and (B) the costs and relative benefits of the Academy’s current and proposed offerings and activities and making recommendations to the full Board regarding such matters for the Board’s consideration and (iv) providing general oversight and review of the Academy’s finances to ensure financial accountability.

**VIII.9.c**—**Governance Committee**. The Board shall periodically, but in any event not less than once every five (5) years, establish a governance committee (the “Governance Committee”). The Governance Committee shall be composed solely of Board members and/or Advisory Board Members as appointed by the Board by a simple majority vote, provided that (i) a majority of the members of the Governance Committee must be Board members and (ii) the Governance Committee may invite Academy personnel and other persons to participate in any Governance Committee meeting as determined by the Governance Committee. The Governance Committee may have separate meetings, but must bring all matters requiring the attention or approval of the Board to the Board for discussion, consideration and approval. The Governance Committee may appoint its own chairman. The chairman of the Governance Committee shall preside over all meetings of the Governance Committee and shall be responsible for directing the work of the Governance Committee in general. The Board may from time to time, by a simple majority vote, add and/or remove a member of the Governance Committee, provided that any member added to the Governance Committee must meet the requirements to serve on the Governance Committee as set forth in this Section VIII.9.c. When established, the Governance Committee shall be responsible for reviewing these By-Laws and the Academy’s other governing documents and recommending any proposed revisions to these By-Laws and the Academy’s other governing documents to the full Board for its consideration. No member of the Governance Committee shall be entitled to receive any compensation for their service on the Governance Committee.

**VIII.9.d**—**Pillars Committee**. The Board may, but is not required, to establish a pillars committee (the “Pillars Committee”) to assist the Board in monitoring and supporting the Academy’s focus as reflected in the three Foundational Pillars that have been established as the organizational focus for all aspects of the Academy pursuant to Section IV.6 of these By-Laws by soliciting input, feedback and ideas for improvement from certain of the Academy’s stakeholders, including input, feedback and ideas for improvement regarding the Academy’s commitment to (i) partner with parents to achieve academic excellence for our students with a Christ-centered and biblically based academic curriculum (Academic Excellence Pillar), (ii) partner with parents to develop students’ spiritual growth and leadership skills through extracurricular activities, including through encouraging active involvement in a Bible believing local church body and ensuring that the Academy is providing opportunities for our students and families to minister in our local community and beyond, including through appropriate ministry programs, retreats, class trips, competitive athletics and other extracurricular activities (Spiritual and Leadership Development Pillar) and (iii) ensure that the Academy is exercising biblically based integrity and biblically based stewardship of the Academy’s resources and that such is reflected in the Academy’s use of its resources and provision of educational and other services to the Academy’s students and their families (Institutional Integrity Pillar). If established, the Pillars Committee shall be comprised of persons selected by the board by a simple majority vote. Such persons need not be Board members, provided that the chairman of the Pillars Committee must be a Board member and must be appointed as chairman of the Pillars Committee by the Board. The Pillars Committee may include, among others, Academy personnel, parents and students, in each case as so selected by the Board. In determining whether to establish the Pillars Committee and, if so, which individuals to invite to serve on the Pillars Committee, the Board may take into account such considerations as it, in its judgment, believes would best serve the interests of the Academy. The Board may from time to time, by a simple majority vote, add and/or remove a member of the Pillars Committee. The Pillars Committee may invite other Academy personnel, other parents and other persons to participate in any Pillars Committee meeting as determined by the Pillars Committee; provided, however, that the chairman of the Pillars Committee must approve such invitation before it is made. The chairman of the Pillars Committee shall preside over all meetings of the Pillars Committee and shall be responsible for directing the work of the Pillars Committee in general. The chairman of the Pillars Committee shall keep the full Board apprised of the Pillars Committee’s activities by providing periodic reports to the Board, and all matters requiring the attention or approval of the Board must be brought to the Board for discussion, consideration and approval. No member of the Pillars Committee shall be entitled to receive any compensation for their service on the Pillars Committee.

**VIII.9.e**—**Other Committees and Subcommittees**. The Board may from time to time, through a simple majority vote of the Board, establish such other committees or subcommittees having such purposes and such responsibilities as the Board shall so designate at the time of its establishment. The members of any such other committees or subcommittees shall be appointed by the Board by a simple majority vote and may be composed of Board members, Advisory Board Members, others within the Academy community and/or other individuals deemed appropriate by the Board; provided, however, that (i) any such committee or subcommittee must include at least one (1) Board member and (ii) a Board member must serve as the chairman of such committee or subcommittee, who shall preside over all meetings of such committee or subcommittee and who shall be responsible for directing the work of such committee or subcommittee in general. Each such committee or subcommittee shall serve the function(s), act in the capacity(ies) and for the purpose(s) for which it was established by the Board and shall keep the Board apprised of such committee’s or subcommittee’s activities by providing periodic reports to the Board. Each such committee or subcommittee may have separate meetings, but must bring all matters requiring the attention or approval of the Board to the Board for discussion, consideration and approval. The Board may from time to time, by a simple majority vote, add and/or remove any member of such committee or subcommittee and may abolish any such committee or subcommittee once established. No member of any committee or subcommittee shall be entitled to receive any compensation for their service on any such committee or subcommittee.

**VIII.9.f**—**Designation of Authority**. The Board may from time to time, acting by a unanimous vote of the Board, delegate certain, specified decision-making authority to other individuals or committees within the Academy community for the purpose of recommending or enforcing the Academy’s policies and procedures (Ex. 18; Num. 11). For the avoidance of doubt, neither the establishment of the Standing Committees or the Governance Committee pursuant to these By-Laws nor the Board’s establishment of the Pillars Committee or any other committee or subcommittee as authorized by these By-Laws delegates any such decision-making authority. Any such decision-making authority must be separately expressly authorized by the Board, acting by a unanimous vote of the Board, and must specify the decision-making authority so designated. Any such decision-making authority so designated by the Board may be revoked at any time by the Board by a simple majority vote.

**VIII.10—Advisory Board Members**

The Board may from time to time, acting by a simple majority vote, invite certain individuals to serve as an advisory member to the Board (each, an “Advisory Board Member”). An Advisory Board Member shall serve in such capacity for the period established by the Board by a simple majority vote. In determining whether to have one or more Advisory Board Members and, if so, which individual(s) to invite to serve as an Advisory Board Member, the Board may take into account such considerations as it, in its judgment, believes would best serve the interests of the Academy, including, but not limited to, whether such individual possesses certain specialized skills (professional or otherwise) or institutional knowledge of the Academy, in each case that may otherwise be missing on the Board, that may be helpful to the Board or may otherwise be beneficial to the Academy. While Advisory Board Members are not members of the Board, Advisory Board Members must meet the same general qualifications as Board members as set forth in Section VIII.2 of these By-Laws, will be subject to the same selection process as Board members as set forth in Section VIII.6 of these By-Laws, and will be subject to the same provisions regarding dismissal as Board members as set forth in Section VIII.7 of these By-Laws. For the avoidance of doubt, Advisory Board Members shall not have the right to vote on any matters that come before the Board, shall not be included in the number of Board positions set forth in Section VIII.3 of these By-Laws, and shall not be taken into account in determining whether a quorum of the Board has been convened. Advisory Board Members shall not be entitled to receive any compensation for their service as Advisory Board Members or on any committee or subcommittee.

**ARTICLE IX**

**Board Officers**

**IX.1—General**

The officers of the Board will provide leadership within the Board as well as fulfilling other special responsibilities, as described below. Each officer must be a Board member. No Board member may simultaneously hold more than one officer position.

**IX.2—Office Positions and Responsibilities**

**IX.2.a—Chairman**: The Chairman of the Board shall preside over all Board meetings and shall be responsible for directing the work of the Board in general. In the event that the Academy should find itself without a Head of School, then it shall be the Chairman’s responsibility to serve as, or appoint, an interim Head of School to serve until such time as the Board can convene to appoint an interim or a permanent Head of School.

**IX.2.b—Vice-Chairman**: The Vice-Chairman of the Board shall assist the Chairman in the performance of his or her duties and shall also assume the responsibilities of the Chairman in his or her absence or inability to act.

**IX.2.c—Secretary**: The Board Secretary shall be responsible for keeping an official record of each Board meeting and for handling any needed correspondence related to the Board.

**IX.2.d—Treasurer**: The Board Treasurer shall be responsible for overseeing the financial records of the Academy.

**IX.3—Terms of Office for Board Officers**

Board officers shall serve in such capacity for a one (1) year term. Board officers may be re-appointed to successive one (1) year terms of office by a simple majority vote of the Board.

**IX.4—Qualifications for Board Officers**

Because all Board members must meet the general qualifications as described in Article VIII.2 of these By-Laws, all should be qualified, in general terms, for leading the Board as well as leading the Academy as a Board officer. The only additional requirement for Board officers is that they have given at least one year’s satisfactory Board service before being appointed to an officer position on the Board (unless such service requirement prevents the filling of an officer position). This requirement is based on the belief that those functioning as officers should be experienced individuals who have been sufficiently tested and proven before assuming such a responsible position. (1 Tim. 5:22; cf. Prov. 22:29).

**IX.5—Selection Process for Board Officers**

**IX.5.a**—Any Board member may be nominated to serve as an officer of the Board; yet, he or she must be nominated by another Board member and express a willingness to serve in the office for which he or she has been nominated before he or she can be formally considered for office.

**IX.5.b**—Once all nominations have been made, the sitting Board Chairman will announce the various nominations to the Board. A nominee may at any time elect to decline his or her nomination to a given office in favor of any other nominees for the same office. If, following the announcement of the various nominations, there remain multiple nominees for one or more offices, the other Board members will be instructed to prayerfully consider which one of the remaining nominees each prefers to fill the office(s) in question. The Board Chairman will be informed of these preferences before the following meeting, which may be called for the express purpose of finishing the process of appointing officers.

**IX.5.c**—During the meeting in which the Board seeks to finish the process of appointing officers, the Board Chairman will report the most commonly stated preference for each contested office. The Board Chairman will then ascertain if the remaining nominees and their supporters are willing to defer to the preference of the majority. If they are, the nominee preferred by the majority will be entrusted with the office; if they are not, the matter will be resolved through the standard operating procedures (Conducting of Business) described in Article VIII.8 of these By-Laws.

**IX.6—Dismissal of Board Officers**

**IX.6.a**—In general, a Board officer may be asked by a simple majority of the Board to vacate his or her office if he or she is found, by a simple majority of the Board, to be unwilling or unable to meet the additional responsibilities attached to that office. If he or she willingly complies, another will be appointed to take his or her place in that office in accordance with the selection process set forth in Section IX.5 of these By-Laws.

**IX.6.b**—Any Board officer may vacate his or her office at any time should he or she feel that he or she is no longer able to fulfill the responsibilities required of such position. Should this occur, the vacant office should be filled as soon as it is responsibly possible in accordance with the selection process set forth in Section IX.5 of these By-Laws.

**IX.6.c**—A Board officer asked by the Board to vacate his or her office pursuant to Section IX.6.a of these By-Laws who refuses to do so willingly may, through a simple majority vote of the Board, be removed from not only such office but also from the Board itself, since his or her refusal to accept correction may render him or her unqualified to serve not only as an officer but also as a Board member.

**IX.6.d**—Any Board member who willingly vacates his or her office will not be removed from the Board itself unless there is sufficient cause to warrant such a removal in accordance with Article VIII.7 of these By-Laws.

**ARTICLE X**

**Effectiveness; Amendment; Policies and Procedures**

**X.1—Effectiveness of By-Laws**

These revised By-Laws became effective on the date first set forth above, which is the effective date upon which these By-Laws were adopted by the unanimous approval of the then sitting Board members at a meeting called for such purpose.

**X.2—Amendments to By-Laws**

These By-Laws may be revised or amended only by the unanimous consent of all members of the Board at a meeting called for this purpose.

**X.3—Policies and Procedures**

Any formal policy or procedure related to the academic, extracurricular, organizational, or financial operation of GPA not expressed in these By-Laws shall be included in the most current Board Manual, Parent/Student Handbook and/or Faculty/Staff Handbook, or other policy or procedure adopted by the Board, as applicable, as may be approved from time to time by the Board. In the event of any irreconcilable inconsistency between the terms of these By-Laws and the terms of any such Board Manual, Parent/Student Handbook, Faculty/Staff Handbook, or other policy or procedure, the terms of these By-Laws shall govern and control to the extent of such inconsistency.