

**I. Corporate Name**

The name of this corporation is CHRISTIAN SCHOOLS INTERNATIONAL (CSI).

**II. Basis and Principles**

The basis of CHRISTIAN SCHOOLS INTERNATIONAL is the Scriptures of the Old and New Testaments, the infallible Word of God, as explicated in the Reformed creeds. On this basis, we affirm the following principles for Christian education:

**THE BIBLE.** That God, by His Holy Word, reveals Himself; renews human beings' understanding of God, of themselves, of others, and of the world; directs human beings in all their relationships and activities; and therefore guides His people also in the education of their children.

**CREATION.** That in their education, children must come to learn that the world and human beings' calling in it can rightly be understood only in relation to the Triune God who, by His creation, restoration, and governance, directs all things to the coming of His Kingdom and the glorification of His name.

**SIN.** That because human sin brought upon all people the curse of God—alienating them from their Creator, their neighbors, and the world, distorting their view of the true meaning and purpose of life, and misdirecting human culture—human sin also corrupts the education of children.

**JESUS CHRIST.** That through our Savior Jesus Christ there is renewal of our educational enterprise because He is the Redeemer of, and the Light and the Way for, our human life in all its range and variety. Only through Him and the work of His spirit are we guided in the truth and recommitted to our original calling.

**SCHOOLS.** That the purpose of the Christian school is to educate children for a life of obedience to their calling in this world as image bearers of God; that this calling is to know God's Word and His creation, to consecrate the whole of human life to God, to love all people, and to be stewards in their God-given cultural tasks.

**PARENTS.** That the primary responsibility for education rests upon parents to whom children are entrusted by God, and that Christian parents should accept this obligation in view of the covenantal relationship which God established with believers and their children. Parents should seek to discharge this obligation through school associations and school boards which engage the services of Christian teachers in Christian schools.

**TEACHERS.** That Christian teachers, both in obedience to God and in cooperation with parents, have a unique pedagogical responsibility while educating children in school.

**PUPILS.** That Christian schools must take into account the variety of abilities, needs, and responsibilities of young persons; that the endowments and calling of young persons as God's image bearers, and their defects and inadequacies as sinners, require that such learning goals and such curricula will be selected as will best prepare them to live as obedient Christians; and that only with constant attention to such pedagogical concerns will education be truly Christian.

**COMMUNITY.** That because God's covenant embraces not only parents and their children but also the entire Christian community to which they belong, and because Christian education contributes directly to the advancement of God's Kingdom, it is the obligation not only of parents but of the entire Christian community to establish and maintain Christian schools, to pray for them, work for them, and give generously to their support.

**EDUCATIONAL FREEDOM.** That Christian schools, organized and administered in accordance with legitimate standards and provisions for day schools, should be fully recognized in society as free to function according to these principles.

**III. Structure**

CSI is a community of Christian day schools and affiliated institutions which share a Reformed, Christian perspective. Its members are located around the world. A Board of Trustees provides leadership and continuity through the international office.

#### **IV. Mission**

CSI's mission is to advance Christian education and to support schools in their task of teaching students to know God and His world and to glorify Him through obedient service.

#### **V. Purpose**

CSI, through the international office and its Regional Organizations (as defined under VIII.1) where they exist, provides programs for and counsel to school boards, administrators, students, and teachers. CSI also assists member schools in serving the parents and constituents in their communities. CSI provides:

1. Leadership for a united witness regarding the role of Christian education in society;
2. Materials that promote and explain the concept of Christian education;
3. Biblically-based textbooks, curriculum materials, and periodicals;
4. Information, encouragement and assistance for organizing, governing, and administering schools in ways which honor Christian principles; and,
5. Health and benefit programs for employees and their families which demonstrate biblical concern for their well being.

#### **VI. Restrictions on Activities**

1. The corporation may engage in any activity in connection with the purposes set forth in Article V for which a nonprofit corporation may be organized under the Michigan Nonprofit Corporation Act of 1982, as amended. However, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding provisions of a future United States internal revenue law.
2. The corporation has not been formed for pecuniary profit or gain. No part of the assets, income or profit of the corporation will inure to the benefit of officers or directors. However, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V.
3. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

#### **VII. Membership**

There are four forms of membership in CSI: Voting, Non-voting Associate, Non-voting Affiliate, and Emerging.

1. **VOTING Membership**
  - a. A Voting Member shall:
    - i. Be an educational corporation or association, church or denomination;
    - ii. Operate a preschool, elementary, or secondary school;
    - iii. Fully agree with the Basis and Principles of CSI set forth in Article II;
    - iv. Be approved for voting membership by the Board of Trustees of Christian Schools International ("CSI Board"); and,
    - v. Pay the appropriate dues.
  - b. Each Voting Member shall be entitled to one vote.
2. **NON-VOTING ASSOCIATE Membership**
  - a. A Non-voting Associate Member shall:
    - i. Be an educational corporation, association or society, church or denomination;
    - ii. Operate a preschool, elementary, or secondary school;
    - iii. Desire the benefits of CSI membership, but not fully agree with the Basis and Principles of CSI set forth in Article II;
    - iv. Be approved for non-voting associate membership by the CSI Board, and
    - v. Pay the appropriate dues.

3. NON-VOTING AFFILIATE Membership
  - a. A Non-voting Affiliate Member shall:
    - i. Be a Christian college or its education department, Bible college, or any educational institution not included in Sections 1 or 2;
    - ii. Fully agree with the Basis and Principles of CSI set forth in Article II;
    - iii. Be approved for non-voting affiliate membership by the CSI Board; and,
    - iv. Pay the appropriate dues.
4. NON-VOTING EMERGING SCHOOL Membership
  - a. An Emerging School Member shall:
    - i. Be a school association or other legal entity making plans to start a Christian school;
    - ii. Fully agree with the Basis and Principles of CSI set forth in Article II;
    - iii. Pay the appropriate dues.

## **VIII. Regions**

1. The CSI Board shall designate geographic regions (“Regions”). Each regional (“Regional”) organization shall fully agree with the Basis and Principles of CSI set forth in Article II.
2. Each Regional organization shall elect one Trustee to serve on the CSI Board. CSI voting member schools within a Regional organization shall select the Trustee.
3. Each Regional organization shall promote CSI’s Mission at the local level and may carry out additional programs in keeping with CSI’s Basis and Principles.
4. Each school shall be a member of CSI or the Regional organization in which the school is located and shall be encouraged to be members of both.

## **IX. Meetings**

1. The CSI Board shall determine the time and place for the Annual Meeting upon reasonable prior notice.
2. The CSI Board shall prepare the Annual Meeting agenda which shall be mailed to all members at least thirty (30) days prior to the Meeting.
3. The CSI Board may call special meetings of the membership. The Chairperson of the Board shall call a special meeting if requested in writing by at least twenty-five percent (25%) of the voting membership. A written call for a special meeting shall be mailed to all voting members at least thirty (30) days prior to the meeting. The call for a special meeting shall set forth the purpose(s) of the meeting, and no other business shall be transacted at that meeting.
4. Each voting member school shall be entitled to one vote on any item of business.
5. The CSI Board may request voting members to consent in writing to all items of business requiring a vote by the membership, including approval of the annual budget and the amount of the annual membership dues. The proposed action(s) shall be set forth in writing, together with supporting information and a form for expressing consent, and shall be mailed to the membership by April 1 of each year. Voting members shall return their consent forms postmarked by May 15 in order to be counted. The returned consent forms are to be counted by May 31.
6. The CSI Board may request voting members to consent in writing to all items of business requiring a vote by the membership at any special meeting. The proposed action(s) shall be set forth in writing, together with supporting information and a form for expressing consent, and shall be mailed to the membership at the same time as the call for a special meeting. Voting members shall return their consent forms postmarked at least two (2) weeks prior to the date set for the special meeting in order to be counted. The returned consent forms are to be counted at least one (1) week prior to the date set for the special meeting.
7. The CSI Board may request proxies at the same time, on the same form, and with respect to the same items of business as it requests consents to action(s).
8. At least twenty percent (20%) of the membership must vote upon any item of business to be binding on the organization.

## **X. Board of Trustees**

1. There shall be a Board of Trustees of Christian Schools International (“CSI Board”), consisting of no fewer than fourteen (14) members and no more than twenty-three (23).
2. Trustees shall be elected to the CSI Board for not more than two (2) successive terms of three (3) years each. CSI voting member schools within a Region shall select the Trustee.
3. No fewer than ten (10) of the Trustees shall be elected by CSI voting member schools within Regions. If for any reason such a Trustee cannot complete his/her term, that Region may appoint a successor until the next Annual Meeting.
4. No fewer than four (4) and no more than thirteen (13) of the Trustees shall be elected by the voting membership upon nomination of the CSI Board itself. If for any reason such a member cannot complete his/her term, the CSI Board may appoint a successor.
5. The CSI Board shall hold three (3) regular meetings each year, in the months of March, July, and November.
6. Special meetings of the CSI Board may be called at any time by the Chairperson of the Board, and shall be called by the Chairperson if requested in writing by at least twenty-five percent (25%) of the Trustees. Special meetings shall be called on not less than fifteen (15) days written notice to all Trustees. A call for a special meeting shall set forth the purpose(s) of the meeting, and no other business shall be transacted at that meeting.
7. Any action of the CSI Board unanimously concurred in, in writing, shall be as binding and effective as if taken in a meeting thereof regularly called and convened.
8. A majority of the membership of the CSI Board shall constitute a quorum for the transaction of business. A majority of Trustees present and voting at a meeting thereof shall be required for the passage of any motion or resolution.
9. The CSI Board shall have the management and control of all the business and all the property, real and personal, of CSI, and shall represent the same with full power and authority to act for it in all things legal whatsoever, subject only to the restrictions and limitations imposed by these Bylaws, and by any special restrictions or limitations which may be imposed by a vote of the members.
10. Any Trustee may be removed from the Board by an affirmative vote of eighty percent (80%) of the full Board membership.
11. Any Trustee may resign at any time by giving written notice of such resignation to the Secretary of the corporation. The resignation shall become effective upon the date specified in the notice, or, if no date is specified, upon receipt of the notice by the Secretary.

## **XI. Officers**

1. The CSI Board, at the regular meeting preceding the Annual Meeting, shall elect a Chairperson, Vice Chairperson, Secretary, and Treasurer from among its members, who shall hold their respective offices for one year and until their successors shall be elected and qualified. Vacancies among the officers occurring at any time after the election will be filled by the vote of the Board.
2. The Chairperson of the CSI Board shall preside at all meetings of the membership, meetings of the CSI Board, and meetings of the Executive Committee of the CSI Board, but shall have no vote therein except in the event of a tie. The Chairperson shall be an ex officio member of all committees. The Chairperson shall, with the Secretary, sign all written contracts and obligations except checks, which have been approved by the CSI Board or its Executive Committee.
3. The Vice Chairperson of the CSI Board shall, in the absence, disability, or death of the Chairperson, perform the duties and exercise the powers of the Chairperson, and shall perform such other duties as the CSI Board or its Executive Committee shall prescribe. If both the Chairperson and the Vice Chairperson are absent from any meeting, the members present may select a presiding officer pro tem.
4. The Secretary of the CSI Board shall attend all meetings of the membership, meetings of the CSI Board, and meetings of the Executive Committee of the CSI Board, and shall keep or cause to be kept minutes thereof. The Secretary shall give notice of all meetings of the members, of the CSI Board, and of the Executive Committee of the CSI Board, and shall perform such other duties as may be prescribed by the CSI Board or its Executive Committee. The Secretary, when authorized, shall affix the corporate seal to any instrument requiring it.

5. The Treasurer of the CSI Board shall keep or cause to be kept the corporate funds and securities, and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to CSI. The Treasurer shall disburse or cause to be disbursed such money as may be ordered by the CSI Board.
6. Any officer may be removed from office at any time, with or without cause, by a majority vote of the Trustees then holding office.
7. Any officer may resign such office at any time by giving written notice of such resignation to the Secretary. The resignation shall become effective upon the date specified in such notice, or, if no date is specified, upon receipt of the notice of the Secretary.

## **XII. Accounting and Finances**

1. The CSI Board shall be responsible for the maintenance of accurate and detailed records and accounts of all properties held in the name of the organization, and of all investments, receivables, disbursements, and other transactions. These books, accounts, and records shall be open to inspection and audit by a person or persons designated by the CSI Board at any reasonable time, and an audit by an independent, certified public accountant shall be made regularly.
2. Within sixty (60) days after April 30 each year, or after the close of any other accounting period as may be determined by the CSI Board, a report setting forth the financial position of the organization, together with a complete accounting of all investments, receipts, disbursements, and other transactions effected during a twelve (12) month period, shall be prepared and distributed to the membership.
3. In addition to income from membership dues, the CSI Board may take such other provisions for income as it may deem necessary.
4. The CSI Board may establish Trust Funds or any other Funds, and may appoint Trustees to administer the Trust Funds within the terms of a Trust Agreement, which may from time to time be altered, amended, or revoked by the CSI Board in accordance with the provisions of such Trust Agreement.
5. Individual members of the CSI Board shall be reimbursed for all reasonable expenses incurred by them in the performance of their duties under the terms of the Articles of Incorporation and these Bylaws, including reasonable compensation for agents for services of counsel rendered to them and expenses incident thereto.
6. The Treasurer, members of the CSI Board, and employees of CSI which the CSI Board shall designate, shall furnish bond with such securities and in such amounts as may be fixed by the CSI Board. The premiums thereof shall be paid by CSI.

## **XIII. Committees and Employees**

1. There shall be an Executive Committee of the CSI Board. The Executive Committee shall consist of at least four officers of the CSI Board who shall function between meetings of the Board, with power to act on behalf of the Board, subject only to such limitations as may be imposed by these Bylaws and by specific resolution(s) of the CSI Board.
2. The Chairperson, at the first meeting of the Executive Committee held after the election of Board officers, shall, by, and with the consent of the Executive Committee, appoint such committees of the Board or of the membership or a combination of both as are deemed necessary to carry out the purposes of CSI.
3. The CSI Board, at the regular meeting held in March of each year, shall appoint or reappoint a President/CEO, who shall be a full-time employee of CSI, and who shall have such duties and functions as the CSI Board or its Executive Committee shall establish. The appointment schedule shall be:
  - a. a two-year initial appointment, and
  - b. subsequent reappointments for three years each.
4. The CSI Board may, upon the recommendation of the President/CEO, employ additional persons as may be required to effect the purposes of CSI in order to carry out its daily administration, and shall approve a staff organization by which the program is conducted. The staff, through the President/CEO, shall make regular reports to the CSI Board and its Executive Committee.

#### **XIV. Indemnification of Officers, Trustees, Employees, and Agents**

1. *Third Party Actions.* This corporation has the power to indemnify a person who was or is a party, or is threatened to be made a party to a threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (other than an action by or in the right of CSI) by reason of fact that the person is or was a Trustee, officer, employee or agent of CSI, or is or was serving at CSI's request as a Trustee, officer, partner, trustee, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses (including attorneys' fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by that person in connection with the action, suit or proceeding if that person acted in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interests of CSI or its members, and with respect to a criminal action or proceeding, that person had no reasonable cause to believe that the conduct was unlawful. The termination of an action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interests of CSI or its members and, with respect to a criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.
2. *Actions in the Right of this Corporation.* This corporation has the power to indemnify a person who was or is a party to, or is threatened to be made a party to a threatened, pending or completed action or suit by or in the right of this corporation to procure a judgment in its favor by reason of the fact that the person is or was a Trustee, officer, employee or agent of this corporation as a Trustee, officer, partner, trustee, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses (including actual and reasonable attorneys' fees) and amounts paid in settlement incurred by that person in connection with the action or suit if that person acted in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interests of this corporation or its members. However, no indemnification shall be made for a claim, issue or matter in which such person shall have found to be liable to the corporation, unless and only to the extent that the court in which such action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, that person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.
3. *Mandatory and Permissive Payments.*
  - a. To the extent that a Trustee, officer, employee or agent of this corporation has been successful on the merits or otherwise in defense of an action, suit or proceeding referred to in Paragraph 1 or Paragraph 2 of this Article XI, or in defense of a claim, issue or matter in the action, suit, or proceeding, that person shall be indemnified against expenses (including actual and reasonable attorneys' fees) incurred by that person in connection with the action, suit or proceeding as well as in connection with the action, suit or proceeding brought to enforce the mandatory indemnification provided in this Subsection.
  - b. An indemnification under Paragraph 1 or Paragraph 2 of this Article XIV, unless ordered by a court, shall be made by this corporation only as authorized in a specific case upon a determination that indemnification of the Trustee, officer, employee or agent is proper in the circumstances because that person has met the applicable standard of conduct as set forth in either Paragraph 1 or Paragraph 2. That determination shall be made in any of the following ways:
    - i. A majority vote of a quorum of the Board consisting of Trustees who were not parties to the action, suit, or proceeding.
    - ii. If that quorum is not obtainable, then by a majority vote of a Committee of Trustees who were not parties to the action, suit, or proceeding. The Committee shall consist of not less than two (2) disinterested Trustees.
    - iii. By independent legal counsel in a written opinion.
    - iv. By the members.
  - c. If a person is entitled to indemnification under Paragraph 1 or Paragraph 2 of this Article XIV for a portion of expenses including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the corporation may indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

4. *Expense Advances.* Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Paragraph 1 or Paragraph 2 of this Article XIV may be paid by this corporation in advance of the final disposition of the action, suit, or proceeding upon receipt of an undertaking by or on behalf of the Trustee, officer, employee, or agent to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by this corporation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured. The indemnification provisions of Paragraphs 1 through 4 of this Article XIV shall continue as to a person who ceases to be a Trustee, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of that person.

#### **XV. Proposals and Resolutions**

1. To present a proposal or resolution affecting the Bylaws or the CSI Board's authority, for consideration by the membership, a voting member shall:
  - a. Prepare the proposal or resolution in writing; and
  - b. Submit the written proposal or resolution to the CSI Board.
2. The proposal or resolution will be considered at the next regular CSI Board meeting. If the Board adopts it, it will be included on the next request for action by consent.
3. All other proposals and resolutions must be presented in writing in conformity with such rules as may be established by the CSI Board.

#### **XVI. Amendment**

These Bylaws may be amended or repealed upon a majority vote of the members voting at any regular or duly called special meeting of CSI by consent; except that Articles II and V may be amended or repealed only upon a majority vote of all members.

#### **XVII. Dissolution**

If CSI is dissolved, the CSI Board shall direct the distribution of all funds remaining after payment of all obligations to one or more Christian educational organizations which are qualified as tax-exempt under Section 501(c)(3) of the Internal Revenue Code, or otherwise corresponding provisions of a future United States internal revenue law.

Adopted August 1969

Revised May 2002

Revised April 2006