

## BYLAWS

### 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

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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.

STUDENTS. 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 schools and affiliated institutions which share a Reformed, Christian perspective. Its members are located around the world. CSI's Board of Trustees ("Board of Trustees") provides leadership and continuity to CSI.

### **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 provides programs for and counsel to school boards, school leaders, and teachers. CSI also assists member schools and affiliated members

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. Bible resources and curriculum materials;
4. Information, encouragement, and assistance for organizing, governing, and administering schools in ways which honor Christian principles;
5. Services leading to school improvement, growth, accreditation, and recognition in collaboration with regional, state, national and international educational organizations;
6. Professional learning opportunities based on best professional practices for teachers, school leaders, and board members at member, affiliated, and like-minded schools;
7. Advisory services related to the strategic vision, organization, governance, and administration of schools in ways which honor Christian principles; and
8. Health and benefit programs for employees and their families which demonstrate biblical concern for their wellbeing.

## 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 will 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 is authorized to pay reasonable compensation for services, and to make payments and distributions in furtherance of the purposes described in Article V.

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3. No substantial part of the activities of the corporation will be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation will 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 two forms of membership in CSI: Regular and Affiliate.

1. Regular Membership
  - a. A regular member must:
    - i. Be an educational corporation or association, church, or denomination that operates a preschool or an elementary or secondary school;
    - ii. Fully agree with the basis and principles of CSI set forth in Article II;
    - iii. Be approved for regular membership by the Board of Trustees of Christian Schools International ("Board of Trustees") or its designee; and
    - iv. Pay the appropriate dues.
  - b. Each regular member is entitled to one vote on all matters on which the vote of the membership of CSI is taken.
2. Affiliate Membership
  - a. An affiliate member must:
    - i. Be a legally established Christian school, an emerging Christian school, a Christian college or university, or another non-profit organization that is a member of another Christian schooling organization that works in partnership with CSI and either operates a Christian school or supports the work of Christian schools;
    - ii. Complete an application in which it acknowledges that affiliate members are expected to honor their CSI membership by neither speaking nor operating in opposition to the basis and principles of CSI set forth in Article II;
    - iii. Be approved for affiliate membership in accordance with procedures established by the Board of Trustees; and
    - iv. Pay the appropriate dues.
  - b. Affiliate members are not entitled to vote on matters on which the vote of the membership of CSI is taken and are not eligible for accreditation by CSI.

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- c. Existing affiliate members on the effective date of this revision which do not satisfy the provisions of article 2.a.i. above will be permitted to retain their status as affiliate members.
3. Non-Members: Non-member Christian schools may, from time to time, access CSI services, other than accreditation and employee benefits, at a surcharged fee.

### VIII. Membership Meetings

1. The annual membership meeting will occur on the same date and at the same place as the spring meeting of the Board of Trustees
2. The Board of Trustees will prepare the annual meeting agenda which will be communicated to all voting members by first-class mail, email, or other means at least 30 days before the meeting.
3. Each voting member is entitled to one vote on any item of business to be approved by membership vote.
4. The Board of Trustees will request voting members to consent in writing to all items of business requiring a vote by the members, including approval of the annual budget and any revision in the amount of the annual membership dues. The proposed action(s) will be described in writing, together with supporting information and a form for expressing consent, and will be communicated to the voting members by first-class mail or email, or other means at least 30 days before the date of the membership meeting. Only consent forms received by CSI on or before the day prior to the date of the membership meeting will be counted. Any ballot not returned to CSI on or before the day prior to the date of the membership meeting will be counted as affirmation of the action(s) proposed by the Board of Trustees.
5. The Board of Trustees may request voting members to consent in writing to all items of business requiring a vote by the membership at any special meeting called by the Board of Trustees. The proposed action(s) will be set forth in writing, together with supporting information and a form for expressing consent, and will be communicated to the voting members by first-class mail, email, or other means at the same time as the call for a special meeting. Only consent forms received by CSI on or before the day prior to the date of the membership meeting will be counted. Any ballot not returned to CSI on or before the day prior to the date of the membership meeting will be counted as affirmation of the action(s) proposed by the Board of Trustees.

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6. Fifteen percent of the voting members will constitute a quorum for the transaction of business at the annual meeting or special meetings of the members.

### **IX. Board of Trustees**

1. There will be a Board of Trustees consisting of no fewer than 7 and no more than 11 Trustees. The Board of Trustees will periodically determine the number of Trustees comprising the Board of Trustees.
2. A person may serve as a Trustee for not more than three consecutive terms of three years.
3. All Trustees will be nominated by the Board of Trustees and ratified by the voting members. Such nominations will give substantial weight to considerations of diversity and balance in geography, vocational expertise, gender, race, and all other factors the Board of Trustees deems relevant.
4. The Board of Trustees may appoint a successor for the balance of the term of any Trustee who resigns, is removed from office, or dies while in office.
5. The Board of Trustees will hold regular meetings each year.
6. Special meetings of the Board of Trustees may be called at any time by the chairperson of the Board, and will be called by the chairperson if requested in writing by at least 25 percent of the Trustees. Special meetings will typically be called on not less than 15 days written notice to all Trustees. A call for a special meeting will set forth the purpose(s) of the meeting, and no other business will be transacted at that meeting.
7. Any action of the Board of Trustees unanimously concurred in, in writing, will be as binding and effective as if taken in a Board of Trustees meeting.
8. A majority of the Trustees will constitute a quorum for the transaction of business. A majority of Trustees present and voting at a meeting will be required for the passage of any motion or resolution.
9. The Board of Trustees has the management and control of CSI's business and property, real and personal. The Board of Trustees has full power and authority to act for CSI, 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 80 percent of the Trustees then holding office.



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11. Any Trustee may resign at any time by giving written notice of such resignation to the secretary. The resignation will become effective upon the date specified in the notice or, if no date is specified, upon receipt of the notice by the secretary.

### X. Officers

1. The Board of Trustees, at the regular meeting following the annual meeting, will elect a chairperson, vice chairperson, secretary, and treasurer from among the Trustees, who will hold their respective offices for one year and until their successors are elected and qualified. Vacancies among the officers occurring at any time after the election will be filled by the vote of the Board of Trustees.
2. The chairperson of the Board of Trustees will preside at all meetings of the members, meetings of the Board of Trustees, and meetings of the Executive Committee of the Board of Trustees, but has no vote except in the event of a tie. The chairperson will be an ex officio member of all committees. The chairperson will, with the secretary, sign or cause to be signed, all written contracts and obligations, except checks, which have been approved by the Board of Trustees or its Executive Committee.
3. The vice chairperson of the Board of Trustees will, in the absence, disability, or death of the chairperson, perform the duties and exercise the powers of the chairperson, and will perform other duties as the Board of Trustees or its Executive Committee determines. 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 Board of Trustees will attend all meetings of the members, meetings of the Board of Trustees, and meetings of the Executive Committee of the Board of Trustees, and will keep or cause to be kept minutes of the meeting. The secretary will give notice of all meetings of the members, of the Board of Trustees, and of the Executive Committee of the Board of Trustees, and will perform other duties as may be the Board of Trustees or its Executive Committee determines. The secretary, when authorized, will affix, or cause to be affixed, the corporate seal to any instrument requiring it.
5. The treasurer of the Board of Trustees will keep or cause to be kept the corporate funds and securities, and will keep or cause to be kept full and accurate accounts of receipts and disbursements in

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CSI's records. The treasurer will disburse or cause to be disbursed such money as may be ordered by the Board of Trustees.

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 will become effective upon the date specified in such notice or, if no date is specified, upon receipt of the notice of the secretary.

### **XI. Accounting and Finance**

1. The Board of Trustees is 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 will be open to inspection and audit by a person or persons designated by the Board of Trustees at any reasonable time, and an audit by an independent, certified public accountant must be made regularly.
2. Within 60 days after June 30 each year, or after the close of any other accounting period as may be determined by the Board of Trustees, 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 12-month period, will be prepared and distributed to the membership.
3. In addition to income from membership dues, the Board of Trustees may take such other provisions for income as it may deem necessary.
4. The Board of Trustees 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 Board of Trustees under the provisions of such trust agreement.
5. Individual members of the Board of Trustees will 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 any related expenses .

### **XII. Committees and Employees**



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1. There will be an Executive Committee of the Board of Trustees. The Executive Committee will consist of at least four officers of the Board of Trustees who will function between meetings of the Board of Trustees, with power to act on behalf of the Board of Trustees, subject only to such limitations as may be imposed by these Bylaws and by specific resolution(s) of the Board of Trustees.
2. The chairperson, at the first meeting of the Executive Committee held after the election of Board officers, will, by and with the consent of the Executive Committee, appoint such committees of the Board of Trustees or of the membership or a combination of both as are deemed necessary to carry out the purposes of CSI.
3. The Board of Trustees, will appoint or reappoint a president/CEO who will have such duties and responsibilities as the Board of Trustees or its Executive Committee periodically determine.
4. The Board of Trustees may, upon the recommendation of the president/CEO, approve a staff organizational structure to effect the purposes of CSI and to carry out its daily administration by which the program is conducted. The staff, through the president/ CEO, will make regular reports to the Board of Trustees and its Executive Committee.

### XIII. Indemnification of Officers, Trustees, Employees, and Agents

To the fullest extent permitted by law, CSI must indemnify all Trustees and officers and may indemnify employees and other agents. The Board of Trustees may purchase insurance, advance expenses, and take all other appropriate actions to exercise these powers.

### XIV. Proposals and Resolutions

1. To present a proposal or resolution affecting the Bylaws or the Board of Trustee's authority for consideration by the membership, a voting member must:
  - a. Prepare the proposal or resolution in writing; and
  - b. Submit the written proposal or resolution to the Board of Trustees.
2. The proposal or resolution will be considered at the next regular Board meeting. If the Board of Trustees 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 Board of Trustees.

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### XV. Amendment

These Bylaws may be amended or repealed upon a majority vote of the voting 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 voting members.

### XVI. Dissolution

If CSI is dissolved, the Board of Trustees will 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.

### XVII. Notice Requirements

1. Permitted Methods. Notice may be given only in one or more of the following methods:
  - a. hand delivery
  - b. U.S. first class, registered or certified mail
  - c. electronic transmission (email or fax).
2. Addresses and Expense. Unless otherwise provided by law, any notice must do all of the following:
  - a. be in writing
  - b. have its delivery expenses prepaid by the sender
  - c. for notices given by the secretary on CSI's behalf, addressed to the address most recently received by the secretary from the recipient
  - d. for notices given to CSI, be addressed to the secretary's attention unless otherwise provided in these Bylaws. If the sender holds the office of secretary, that sender must give the notice to the chairperson. If that sender also holds the office of chairperson, that sender must give the notice to each Trustee
  - e. for notices of meetings, describe the means of remote communication by which the recipient may participate.
3. Effective Date of Notice. Notice given on CSI's behalf (i) that is mailed by first-class, registered or certified mail is deemed given when deposited in the U.S. Postal Service, postage prepaid, (ii) that is sent by electronic transmission is deemed given when electronically transmitted to the person entitled to the notice, and (iii) that is hand delivered is deemed given when handed to the recipient by the sender or left at the recipient's address in either a

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mailbox or with a person the sender reasonably believes will deliver the notice to the recipient.

### XVIII. Reference to Internal Revenue Code

Any reference in these Bylaws to a provision of the Internal Revenue Code will refer to that provision in the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.

Adopted August 1969  
Revised May 2002  
Revised April 2006  
Revised May 2012  
Revised May 2016  
Revised May 2022