



## **Cornerstone Family Schools BYLAWS**

(As approved 8/90, amended 3/93, 2/96, 10/12, 4/15, 9/18)

### **Article I Offices**

Section 1. Principle Office. The principle office for the transaction of the business of the corporation is hereby located at 2222 Pennsylvania, Topeka, Kansas, 66605.

Section 2. Registered Office. The corporation, by resolution of its Board of Directors, may change the location of its registered office as designated in the Articles of Incorporation to any other place in Kansas. By like resolution the resident agent at such registered office may be changed to any other person. Upon adoption of such a resolution, a certificate certifying the change shall be executed, acknowledged and filed with the Secretary of State, and a certified copy thereof shall be recorded in the office of the Register of Deeds for the county in which the new registered office is located (and in the old count, if such registered office is moved from one county to another).

Section 3. Other Offices. Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the corporation is qualified to do business.

### **Article II Membership**

Section 1. Membership. The basic membership unit is the family. For the purpose of membership in CFS, family is defined as: parents and their children that are related by blood, marriage, adoption or permanent legal guardianship and listed on the new member or renewing member application. A family shall be considered to be a member in good standing if its application for membership has been approved by unanimous vote of the Board of Directors and if its tuition has been paid, or if suitable arrangements for partial or delayed payments have been made with the Board. Approval of application for membership will always include complete agreement with the CFS statement of faith as written.

Because CFS is not publicly funded and for the safety and protection of its membership, CFS reserves the right to deny membership to any applicant or renewing member for any reason(s) undisclosed to the applicant.

Section 2. Transfer and Termination of Membership. A membership shall not be transferable or assignable. Members shall reenroll on an annual basis. Renewal of membership shall be automatic upon reapplication unless the member is otherwise notified by the Board pursuant to authority hereinafter granted to said Board. If a member is notified that its renewal is not automatic, the member's reapplication must be approved by a unanimous vote of the Board.



Because CFS is not publicly funded and for the safety and protection of its membership, CFS reserves the right to terminate membership for any reason(s) undisclosed to the member. Possible reasons for termination include, but are not limited to: inappropriate conduct, failure to pay dues, violation of policy, repeated failure to submit required reports in a timely manner or other reasons as determined by the Board. Termination will be considered when a motion to terminate a family's membership is made by a Board member. The vote is to be decided by a simple majority.

Section 3. Place of meetings. All annual meetings of members and all other meetings of members shall be held at the principal office of the corporation unless another place within or without the State of Kansas is designated either by the Board of Directors pursuant to authority hereinafter granted to said Board.

Section 4. Annual meetings. The annual meetings of the members shall be held on the third Monday of May, in each year. At each meeting, directors shall be elected, and other business such as deemed necessary by the Board shall be conducted. Notice of each annual meeting shall be given to each member personally or by electronic mail or other means of written communication, charges prepaid, addressed to such member's address appearing on the books of the corporation or given by him to the corporation for the purpose of notice. If a member gives no address, notice shall be deemed to have been given if sent by mail or other means of communication addressed to the place where the principal office of the corporation is situated, or if published at least once in some newspaper of general circulation in the county in which said office is located. All such notices shall be given or sent to each member entitled thereto not less than ten (10) days nor more than fifty (50) days before each annual meeting, and shall specify the place, the day and the hour of such meeting, and shall state such other matters, if any, as may be expressly required by statute. If this Bylaw as to the time and place of election of directors is changed, such notice shall be given to members at least twenty (20) days prior to such meeting.

Section 5. Inspection of Corporate Records. The membership ledger or duplicate membership ledger, the books of account, and minutes of proceedings of the Board of Directors and of executive committees of directors shall be open to inspection upon the written demand of any member within five (5) days of such demand during ordinary business hours if for a purpose reasonably related to his interest as a member. A list of members entitled to vote shall be exhibited at any reasonable time and at meetings of directors when required by the demand of any member at least twenty (20) days prior to the meeting. Such inspection may be made in person or by an agent or attorney authorized in writing by a member and shall include the right to make abstracts. Demand of inspection other than at a directors' meeting shall be made in writing upon the chairman or secretary of the corporation.

Section 6. Inspection of Bylaws. The corporation shall keep in its principal office for the transaction of business the original or a copy of these Bylaws as amended or otherwise altered to date, certified by the secretary, which shall be open to inspection by the members at all reasonable times during ordinary business hours.



### **Article III Directors**

Section 1. Powers. Subject to limitations of the Articles of Incorporation, of the Bylaws, and of the Kansas Corporation Code as to actions which shall be authorized or approved by the members, and subject to the duties of directors as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the conduct and affairs of the corporation shall be controlled by, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers, to-wit:

First - To alter, amend or repeal the Articles of Incorporation and the Bylaws of the corporation.

Second - To select and remove all the other officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, or with the Articles of Incorporation, or the Bylaws, fix their compensation, and require from them security for faithful service.

Third - To conduct, manage, and control the affairs and conduct of the corporation, and to make such rules and regulations therefore not inconsistent with the law, or with the Articles of Incorporation, or the Bylaws, as they may deem best.

Fourth - To change the principal office and registered office for the transaction of the conduct of the corporation from one location to another as provided in Article I hereof; to fix and locate from time to time one or more subsidiary offices of the corporation within or without the State of Kansas, as provided in Article I, Section 2 hereof; to designate any place within or without the State of Kansas for the holding of any members' meeting or meetings except annual meetings' to adopt, make and use a corporate seal, to prescribe the certificates of membership, and to alter the forms of such seal and of such certificates from time to time, as in their judgment they may deem best, provided such seal and such certificate shall at all times comply with the provisions of law.

Section 2. Number and Qualification of Directors. The authorized number of directors of the corporation shall be seven (7) until changed by amendment to this bylaw. Directors shall be members. There shall be no fewer than five (5) directors. The term "director" shall refer also to the spouse (if any) of each individual elected, though each couple shall have one vote and thus be considered one "director." Directors shall be men and women who profess a personal relationship with Christ, who affirm the statement of faith, and who feel called by God to serve as directors and who are deeply conscious of their responsibility before God. They will be individuals whose lives make them worthy of imitation and hence appropriate role models for young students. Continued adherence to the statement of faith and a godly lifestyle are ongoing requirements for Board members.

Section 3. Election and Term of Office. The chairman of the Board of Directors shall appoint a nominating committee consisting of two Board members and two members not on the Board. The nominating committee will present to the membership at its annual meeting a slate consisting of one candidate for each vacant Board position. Additional nominees for each position may be made by the members, provided they are submitted to the CFS nominating committee at least two weeks prior to the annual meeting Directors shall then



be elected by majority vote of the members present. The term for each director shall be three (3) years except that the Board terms starting July 1, 1990, shall be staggered so that one-third (1/3) of the directors shall serve a term of three (3) years, one-third (1/3) of them for two (2) years, and the remainder for one (1) year. At the end of a director term, upon nomination, a director may be reelected. The initial Board will be appointed by the interim Board; subsequent Boards must be elected in the manner described by the bylaws. A director can be removed from office at any time for good cause, however, by a three-fourths vote of the other directors.

Section 4. Vacancies. Vacancies on the Board of Directors may be filled by a majority vote of the remaining directors. If at any time, by reason of death, resignation, or other cause, the corporation should have no directors in office, then any member may apply to the District Court for a decree summarily ordering election as provided for by the Kansas Corporation Code. Each director so elected shall hold office until his successor is elected at an annual or special meeting of the members. A director elected to fill a vacancy shall serve for the remainder of the term of his predecessor. A vacancy or vacancies shall be deemed to exist in case of the death, resignation or removal of any director, or if the authorized number of directors be increased, or if the members fail at any annual or special meeting of voting members at which any director or directors are elected to elect the full authorized number of directors to be voted for at the meeting, or if any director elected shall refuse to serve. If the Board of Directors accepts the resignation of a director rendered to take effect at a future time, the Board shall have the power to elect a successor to take office when the resignation is to become effective. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of his term of office.

Section 5. Place of Meeting. Regular and special meetings of the Board of Directors shall be held at any place within or without the State of Kansas which has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of such designation, all meetings shall be held at the principal office of the corporation.

Section 6. Regular Meeting. Immediately following each annual meeting of members, the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of such meeting is hereby dispensed with.

Section 7. Other Regular Meetings. Other regular meetings of the Board of Directors shall be held without call at such time as the Board of Directors may from time to time designate in advance of such meetings; provided, however, should said day fall upon a legal holiday, the said meeting shall be held at the same time on the next day thereafter ensuing which is not a legal holiday. Notice of all such regular meetings of the Board of Directors is hereby dispensed with.

Section 8 Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the chairman, or if he is absent or unable or refuses to act, by the secretary or by any other director. Notice of such special meetings, unless waived by attendance there at or by written consent to the holding of the meeting, shall be given by electronic notice made at least three (3) days before the date of such meeting.



Section 9. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.

Section 10. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and it, either before or after the meeting, each of the directors not present signs a written waiver of notice, or a consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 12. Adjournment. A majority of the directors present may adjourn any directors' meeting to meet again at a stated day and hour or until the time fixed for the next regular meeting of the Board.

Section 13. Fees and Compensation. Directors shall not receive any stated salary for their services as directors but, by resolution of the Board, payment for reasonable out-of-pocket expenses incurred for the benefit of the corporation may be allowed to one or more of the directors. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity as an agent, employee or otherwise, and receiving compensation therefore.

#### **Article IV Officers**

Section 1. Officers. The officers of the Board of Directors are the officers of the corporation. These officers shall be a chairman, a vice-chairman, a secretary and a treasurer. The corporation may also have, at the discretion of the Board of Directors, other officers as may be appointed in accordance with the provisions of Section 3 of this Article IV. With the exception of the chairman, who can hold no other office, any number of offices can be held by the same person.

Section 2. Election. The officers of the Board, except such officers as may be appointed in accordance with the provisions of Sections 3 or 4 of this Article IV shall be chosen annually by the Board of Directors, and each shall hold his office until he shall resign or shall be removed or be otherwise disqualified to serve, or his successor shall be elected and qualified.

Section 3. Subordinate Officers. Etc. The Board of Directors may appoint such other officers as the conduct of the corporation may require, each of whom shall have authority and perform such duties as are provided in these bylaws or as the Board may from time to time specify, and shall hold office until he shall resign or shall be removed or otherwise disqualified to serve.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to such office.



Section 5. Removal and Resignation. Any officer may be removed, either with or without cause, by a majority of the directors at the time in office, at any regular or special meeting of the Board, or, except in case of an officer chosen by the Board of Directors, by an officer upon whom such power of removal may be conferred by the Board of Directors.

Section 6. Chairman of the Board. The Chairman of the Board, if there be such an officer, shall, if present, preside at the meetings of the Board, and exercise and perform such other powers and duties as may be from time to time assigned to him by the Board or prescribed by these bylaws. The Chairman of the Board shall be the Chief Executive Officer of the corporation.

Section 7. Vice-Chairman of the Board. In the absence or disability of the Chairman, the Vice-Chairman shall perform all the duties of the Chairman, and when so acting shall have all the powers of, and be subject to all the restrictions upon the Chairman. The Vice-Chairman shall have such other powers and duties as may be from time to time assigned to him by the Board or prescribed by these bylaws.

Section 8. Secretary. The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board may order, of all meetings of directors and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at directors' meetings, the members present or represented at members' meetings and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office a membership list showing the names of the members and their addresses. The Secretary shall give, or cause to be given, notice of all the meetings of the members and of the Board of Directors required by these bylaws or by law to be given, and shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board or these bylaws. The Secretary shall be the custodian of the corporation's articles of incorporation, bylaws, letter of recognition of tax exempt status for the I.R.S. and all other corporate records.

Section 9. Treasurer. The Treasurer shall keep and maintain or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and shares. The books of account shall at all reasonable times be open to inspection by any director. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. He shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the Chairman, and the directors, whenever they request it, an account of all his transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors. The Treasurer shall insure that all reports to governmental agencies and other entities are filed when due.





## **Article V Miscellaneous**

Section 1. Use of Robert's Rules of Order. The most current revision of Robert's Rules of Order shall be used for conduct of all directors' meetings except as otherwise provided hereunder or in the Articles of Incorporation.

Section 2. Indemnification of Directors and Officers. When a person is sued, either alone or with others, because he is or was a director or officer of the corporation, or of another corporation saving at the request of this corporation, in any proceeding arising out of his alleged misfeasance or nonfeasance in the performance of his duties or out of any alleged wrongful act against the corporation or by the corporation, he shall be indemnified for his reasonable expense, including attorneys' fees incurred in the defense of the proceeding, if both of the following conditions exist:

- (a) the person sued is successful in whole or in part, or the proceeding against him is settled with the approval of the court.
- (b) the court finds that his conduct fairly and equitably merits such indemnity.

The amount of such indemnity which may be assessed against the corporation, its receiver, or its trustee, by the court in the same or in a separate proceeding shall be so much of the expenses, including attorneys' fees incurred in the defense of the proceeding, as the court determines and finds to be reasonable. Application for such indemnity may be made either by the person sued or by the attorney or other person rendering services to him in connection with the defense, and the court may order the fees and expenses to be paid directly to the attorney or other person, although he is not a party to the proceeding. Notice of the application for such indemnity shall be served upon the corporation, its receiver, or its trustee, and upon the plaintiff, and other parties to the proceeding. The court may order notice to be given also to the members in the manner provided in Article II, Section 4, for giving notice of members' meetings, in such form as the court directs.

Section 3. Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 4. Annual Report. An annual financial report shall be made available to interested persons by the Board of Directors and the Board of Directors may cause to be prepared other reports in such form and at such times as may be deemed appropriate by the Board of Directors.

Section 5. Contracts, Deeds, Etc., How Executed. The Board of Directors, except as in these Bylaws or otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by a contract or any purpose in any amount, provided, however, than any deeds or other instruments conveying lands or any interest herein shall be executed on behalf of the corporation by the Chairman or Vice-Chairman, if there be one,



or by any agent or attorney so authorized under letter of attorney or other written power which was executed on behalf of the corporation by the Chairman or Vice-Chairman.

Section 6. Fiscal Year. The Board of Directors shall have the power to fix and from time to time change the fiscal year of the corporation. In the absence of action by the Board of Directors, however, the fiscal year of the corporation shall end each year on the date which the corporation treated as the close of its first fiscal year, until such time, if any, as the fiscal year shall be changed by the Board of Directors.

Section 7. Budget. The Board shall prepare a budget annually to coincide with the fiscal year.

## **Article VI Amendments**

Section 1. Powers of Directors. New Bylaws may be adopted or these Bylaws may be amended or repealed by a two-thirds (2/3) vote of the Board of Directors at any regular or special meeting called for that purpose, provided a written copy of the proposed amendment and written notice, as provided in Article III, Section 8, of the time and place of such meeting shall have been given to all Board members thereof, provided, however, that the time and place fixed by the Bylaws of the annual election of Directors shall not be changed within sixty (60) days next preceding the date on which such elections are to be held. Notice of any amendment of the Bylaws by the Board of Directors shall be given to each Director having voting rights within ten (10) days after the date of such amendments by the Board.