

THE RIVER ACADEMY

A Classical and Christian School

Bylaws

Adopted October 26, 2001

Revised: January 19, 2016

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The River Academy By-laws

Adopted December 31, 1997

Revised November 18, 2014, January 19, 2016

Article 1. Name of School, Mission Statement

Section 1. Name of School

The name of the school shall be The River Academy. The name of the Corporation shall be the The River Academy a Non-Profit Corporation.

Section 2. Mission Statement

The mission of The River Academy is to partner with parents in educating their children to become the next generation of Christian leaders equipped to shape culture through faithful, wise and joyful Christian living.

Section 3. Non-Profit Purposes

This corporation is organized exclusively for one or more the purposes as specified in section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of the distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

Article II. Statement of Faith

Section 1. Statement of Faith

God's Word

We believe the Bible to be the only inerrant Word of God. It is our only ultimate and infallible authority for faith and practice.

God's Nature

We believe God is a Spirit, infinite, eternal, and unchangeable in his being, wisdom, power, holiness, justice, goodness, and truth; we believe there is but one true and living God; that there are three persons in the Godhead: the Father, the Son, and the Holy Ghost; and that these three are one God, the same in substance, equal in power and glory; we believe God has foreordained whatever comes to pass; that God made all things of nothing, by the word of His power, in the space of six days, and all very good; and that God preserves and governs all His creatures and all their actions.

Man's Creation

We believe God created mankind, male and female, to bear his image and to properly display His Glory. Men and Women were created with specific glories and duties unique to their gender to be used in service to God and in service to mankind. For the well-being of mankind, God, from creation, has ordained and established the institution of marriage; the joining together of one man and one woman in a unique relationship characterized by mutually exclusive affection and the public exchange of covenant vows.

Man's Fall into Sin

We believe our first parents, though created in knowledge, righteousness, and holiness, sinned against God, by eating the forbidden fruit; and that their fall brought mankind into an estate of sin and misery.

Christ the Savior

We believe God determined, out of His mere good pleasure, to deliver His elect out of the estate of sin and misery, and to bring them into an estate of salvation by a Redeemer; we believe the only Redeemer of God's elect is the Lord Jesus Christ, who, being the eternal Son of God, became man, and so was, and continues to be, God and man in two distinct natures, and one person, forever; we believe Christ, as our Redeemer, executes the office of a prophet, of a priest, and of a king. We believe Christ as our Redeemer underwent the miseries of this life, the wrath of God, the cursed death of the cross, and burial; He rose again from the dead on the third day, ascended up into heaven, sits at the right hand of God, the Father, and is coming to judge the world at the last day.

The Work of the Holy Spirit in Salvation

We believe we are made partakers of the redemption purchased by Christ, by the effectual application of it to us by his Holy Spirit; we believe God requires of us faith in Jesus Christ, and repentance unto life to escape the wrath and curse of God due to us for sin; we believe by His free grace we are effectually called, justified, and sanctified, and gathered into the visible church, out of which there is no ordinary possibility of salvation; we believe that we also are given in this life such accompanying benefits as assurance of God's love, peace of conscience, joy in the Holy Ghost, increase of

grace, and perseverance therein to the end; that at death, we are made perfect in holiness, and immediately pass into glory; and our bodies, being still united in Christ, rest in their graves, till the resurrection; and at the resurrection, we shall be raised up in glory, we shall openly be acknowledged and acquitted in the day of judgment, and made perfectly blessed in the full enjoying of God to all eternity.

Man's Purpose

We believe man's chief end is to glorify God, and to enjoy him forever.

Article III. Offices

Section 1. Principal Office

The principal office of the Corporation in the State of Washington shall be located at 650 Crawford Street, Wenatchee, WA 98801. The Corporation may have such other offices, either within or without the State of Washington, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Section 2. Registered Office and Registered Agent

The Corporation shall have and continuously maintain in the State of Washington a registered office and registered agent whose office, as required by the State of Washington Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principle office of the Corporation in the State of Washington and the address of the registered office may be changed from time to time by the Board of Directors.

Article IV. Trustees

Section 1. Trustees

The Corporation shall have a group of Trustees comprised of current and former board members who are committed to the ends of The River Academy as determined by the board. The Board may also elect by a three-quarters majority vote honorary trustee members who have demonstrated commitment to The River Academy mission and vision. These Trustees shall be invited to meet annually, to be kept apprised of school affairs including board deliberations and decisions.

Trustees shall review and reaffirm school vision and mission for current Board and faculty (see Article XIV.)

Trustees will participate in the board member selection process as described in Article V Section 3 of these bylaws.

Article V. Board of Directors of The River Academy

Section 1. General Responsibilities

The River Academy Board of Directors shall oversee the continuing operation of this ministry and generally oversee the corporation's business affairs. The responsibilities of the Board of Directors shall include, but not be limited to, regularly and clearly articulating and leading the mission and vision of the School as outlined in the Board Policy Manual, making policy to effectively ensure the mission and vision are being carried out, overseeing the Headmasters leadership of the school, overseeing the headmasters fiscal responsibilities of the school, and praying for the ministry of the school.

Section 2. Qualifications

Candidates for Board positions must subscribe without reservation to Articles I and II of these Bylaws, and the Board Policy Manual. Every attempt will be made to secure Board Members meeting the general qualifications for spiritual leadership found in 1 Timothy 3 and Titus 1, with special consideration towards the condition of his children and a demonstrated commitment to Classical Christian Education. Further, a Board Member must regularly attend a local, evangelical church. Staff members and their spouses are excluded from fixed term Board seats.

Section 3. Election and Tenure

Subject to availability of qualified board members, there shall be seven fixed term seats.

The seven fixed term Board members will have three-year terms; two or three seats will be filled by election every year. New Board Members may be nominated by two or more sitting Board Members. Any three sitting Trustee Members or two sitting board members may remove a nominee from consideration within 90 days of nomination. A 14-day non-binding, advisory poll of school parents is then taken for

affirmation or non-affirmation of the candidate. Election will then be determined by a majority vote of the sitting Board.

Fixed term members of the Board shall serve for three calendar years, and at the discretion of the sitting Board may serve an additional three year term, or until a successor is elected and qualifies.

Section 4. Removal of Board Members

Three or more sitting Board Members or ten or more households of The River Academy attendees may petition the Board for removal of any Board Member if (and only if) said Member fails to meet the qualifications as previously stated (Article V, section 2), is living a scandalous lifestyle, is under church discipline, or lacks wisdom and diligence in matters brought before the Board. A Board Member may be removed from the Board only by a two-thirds vote of the sitting Board Members not under consideration.

Section 5. Vacancies

A vacancy due to action, death or resignation may be filled by the Board for the un-expired portion of the term. Any vacancy occurring in the Board of Directors will be filled in the same manner as set forth above for election of new fixed term Board members.

Section 6. Ex-officio Board Members

The Board of Directors may designate non-voting, ex-officio members of the Board by a two-thirds majority vote of the full Board. Their term of service will continue at the discretion of the Board.

Section 7. Compensation

The Board may authorize the reimbursement of expenses, incurred by any Board Member in the performance of official business for the School and any other reasonable compensation in the discretion of the Board.

Article VI. Officers of the Corporation Board

Section 1. Number

The officers of the Corporation shall be President, Vice-President, Treasurer, and Secretary, each of whom shall be selected from, and elected by, the Board of Directors. Such other officers and assistants as deemed necessary may be elected by the Board. Any two

or more offices may be held by the same person except the offices of President and Secretary.

Section 2. Election

The officers of the Corporation elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the new Board. Each director and officer shall hold office until his successor shall have been duly elected. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors.

Section 3. Removal of Officers

Any elected officer or agent may be removed from office by majority vote of the Board of Directors whenever in its judgment the best interests of the school will be served thereby.

Section 4. President

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

Section 5. Vice President

In the absence of the President, or in the event of the inability of the President to act, the Vice President shall perform the duties of President. The Vice-President shall perform such duties as from time to time may be assigned to him by the President or the Board of Directors.

Section 6. Secretary

The secretary or his designee shall: (a) keep the minutes of the Board proceedings, (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law, (c) sign with the President of the Board any legal instrument approved by the Board, (d) be custodian of the corporate records, and (e) generally perform the duties of the office of Secretary, including such other duties as from time to time may be assigned to him by the President of the Board.

Section 7. Treasurer

The treasurer or his designee shall: (a) oversee reporting and accounting of funds of the Corporation, (b) work with Headmaster to

ensure good fiduciary practices are being followed by the Corporation (c) in general perform all duties incidental to the office of treasurer as set out by the Board and (d) shall be elected by the Board.

Article VII. Meetings of the Board

Section 1. Regular Meetings of the Board

The Board of Directors of The River Academy shall meet at regular intervals of not less than once per month at a regularly designated place at a pre-announced time. No other notice or agenda shall be required for regular meetings. All regular meetings of the Board shall be open to any parents of students or prospective students.

Section 2. Special Meetings

Special meetings of the Board may be held at a time and place designated by the Board to address such issues as may come before the Board and shall be called by the President or any two Directors.

Directors shall be given at least two days written notice of any special meeting, together with a copy of the meeting agenda delivered personally, or sent by mail (conventional or electronic) to each director at his address as shown by the records of the Corporation. Such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid, or, in the case of e-mail, when the notice is recorded as 'sent' on the Secretary's computer. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting. Business at the special meeting shall be limited to matters identified in the agenda.

Section 3. Decorum

All meetings of the Board shall be conducted according to the *Modified Roberts' Rules of Order*. Minutes of all regular Board meetings will be published and maintained in the Corporation's office.

Section 4. Quorum[s]

Two-thirds of the sitting Board members including an Officer of the Corporation shall constitute a quorum for full Board action. Board proxies may only be held for specific issues,

exercised only on behalf of that issue. If there are not sufficient Board Members in office to constitute a quorum as provided in these Bylaws, a majority of Board Members may approve new Board Members.

Section 5. Executive Session

The Board may, if so directed by the President, or so decided by two-thirds vote of the Board, adjourn to closed session as needed. If executive session is called, minutes taken from executive session will be excluded from published meeting minutes mentioned in Article VII *Section 3* of these bylaws.

Section 6. Board Action

The Board will be considered as having formally acted when, in a duly-constituted meeting, a proposal is moved, seconded, discussed, passed with a majority of votes (unless a greater majority is herein required), entered in the minutes and subsequently approved. Board discussion, consensus, debate, etc. does not constitute formal Board action.

Article VIII. Annual Report

The Board will oversee the composition of, and review with the administration, an annual written report. This report will be completed no later than July 20, for the previous fiscal and school calendar year. The report should include, but not be limited to, the year-end financial reports, year-to-date scholarship funding, enrollment figures, standardized test results, the Board's annual evaluation of the school, the listing of all Board Members-identifying the newly-elected Board Member, listing of significant accomplishments and events of the school year, and such other business as may be deemed appropriate by the Board.

Article IX. Committees of the Board

Section 1. Executive Committee

An Executive Committee, comprised of the President, School Administrator and Secretary, duly appointed by the President and the sitting Board may, in the absence of the sitting Board, exercise all authority of the Board to the extent of the full Board authorization. However, said authorization shall not enable the Executive Committee to incur indebtedness, sell or lease

school property, revoke or amend the by-laws, hire staff, or establish policy.

Section 2. Ad hoc Committees

The Board of Directors may, by resolution passed by a majority, designate such committees as may be appropriate. They shall consist of at least one Board Member. All committees serve at the pleasure of the Board and may be comprised of Board Members, regular and *ex-officio*, parents or any others who may be approved to serve.

Article X. Fiscal Responsibility

Section 1. General Policy

The Board is responsible through regular oversight of the Headmaster as he conducts budgeting process, to ensure that the day to day operations of the school, including facility maintenance, shall be fully funded. Budgeted revenue for the day to day operations will be comprised of the projected tuition, any anticipated publication sales, building rental, other planned, non-donation/undesignated proceeds, and projected, undesignated donations. When the enrollments reach a minimum of 12 students per classroom, the undesignated donation total to be budgeted may not exceed 15% of the total anticipated revenue for any given fiscal year.

Section 2. Budgets

The Board will approve annual management limitations with regard to operating budgets. The operating budget for the following fiscal year shall be submitted to the Board in May with final Board review and recommendations for changes to budget taken no later than June 15.

Section 3. Financial Statements

It shall be the School Administrator's responsibility to prepare a quarterly internal financial statement, to be submitted to the Board seven days prior to the next regular Board meeting. All financial statements are subject to Board review.

Section 4. Financial Inspection

Financial records of The River Academy will be inspected by a *Finance Committee* comprised of qualified persons at no less than yearly intervals. Findings of this committee will be reviewed by the Board and will be made available to interested parents.

Section 5. Fund Raising

The Board shall set management limitations with regard to school fundraising

Article XI. Contracts, Loans, Checks and Deposits

Section 1. Contracts

The Board may authorize any officer, officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

Section 2. Loans

No loans shall be contracted on behalf of the Corporation without a two-thirds approval of the entire sitting Board of Directors.

Section 3. Checks and Drafts

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

Section 4. Deposits

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

Section 5. Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

Article XII. Fiscal Year

The fiscal year of the Corporation shall begin on the first day of July and end on the thirtieth day of June of each year unless otherwise determined by the Board. Terms of the Board Members will run concurrent with the fiscal year.

Article XIII. Racial Non-Discrimination

In His Word, God forbids us to regard anyone with partiality: "If you really fulfill the royal law according to the Scripture, 'You shall love your neighbor as yourself,' you do well; but if you show partiality, you commit sin, and are convicted by the law as transgressors." (James 2:8-9) Therefore, in obedience to the royal law of God, The River Academy in its hiring and other activities, will not discriminate on the basis of

race, national origin, age, handicap, political affiliation, gender, or military status.

Article XIV. Amendments to Bylaws

These Bylaws may be altered, amended, or repealed by a vote of the Board of Trustees at any regular or special meeting provided a minimum of 90 days written advance notice of the proposed amendment has been mailed to all sitting Trustee Members at their last known address, specifically enumerating such proposed changes or amendments. Articles I, II, V section 3, and XIV require a three-quarters majority vote of the sitting Trustees, and all other Articles require a two-thirds majority vote of the Trustees to ratify proposed changes or amendments.

Signed _____
Secretary, The River Academy