

# BYLAWS OF WILLISTON TRINITY CHRISTIAN SCHOOL

## ARTICLE ONE OFFICES

The principal office of the Williston Trinity Christian School corporation (WTCS) in the State of North Dakota shall be located at 2419 – 9<sup>th</sup> Avenue West, City of Williston, County of Williams. The corporation may have such other offices as the Board of Directors may designate from time to time. The registered office of the corporation, required by the North Dakota Non-Profit Corporation Act to be maintained in the State of North Dakota, may be, but need not be, identical with the principal office in the State of North Dakota, and the address of the registered office may be changed from time to time by the Board of Directors.

## ARTICLE TWO MEMBERS

Section 1. Eligibility for Membership. There shall be one class of membership. The custodial parents or court-imposed guardians of a child or children enrolled full-time in grades K-12 who have successfully completed the required New Family Interview (NFI) and are currently attending WTCS are eligible for membership in the corporation. The custodial parents or court-imposed guardians of a child or children enrolled in Preschool or Prekindergarten who have successfully completed the optional New Family Interview (NFI) and are currently attending WTCS are eligible for membership in the corporation. Employees of WTCS are eligible for membership in the corporation. In all other situations the Board of Directors, in their sole discretion, shall make determinations of eligibility for membership in the corporation on a case-by-case basis. The term “member” as used in these Bylaws shall collectively represent current employees and all parents/guardians of a certain child/children currently attending WTCS, such that only two votes may be cast in representation of an enrolled and currently attending child or sibling group, as the case may be, and all rights of and actions toward a member shall be a right of/action toward all parties constituting said member. In the case of employee-members, said members will also only be entitled two votes. If said members also have a child or children enrolled and currently attending WTCS, said member shall only be entitled to the membership rights of a parent/guardian member as indicated above, and no more; employees without children enrolled and currently attending WTCS who are spouses are also only entitled to two collective votes.

Section 2. Admission of Members. Any person eligible for membership shall be admitted to membership upon payment of registration and curriculum fees and the first month’s tuition for his or her enrolled child(ren).

Section 3. Voting Rights. Each member in good standing shall be entitled to vote on each matter submitted to a vote of the members. A member is in good standing when all registration fees, tuition, books and other expenses assessed with respect to his or her enrolled child or children are paid current. An enrolled child’s account which is less than thirty (30) days old shall be deemed paid current for purposed of the section.

Section 4. Termination of Membership. When a person is no longer eligible for membership in the corporation, his or her membership in the corporation is automatically terminated. No further action is required by the Board or officers on the termination of membership other than the operation of this bylaw. The Board of Directors, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who shall be in default in the payment of assessments for an enrolled child or children for a period to be fixed by the Board of Directors by resolution.

Section 5. Transfer of membership. Membership in this corporation is not transferable or assignable.

### ARTICLE THREE MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the membership shall be held each year in April at such time on such day as shall be fixed by the Board of Directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held within the time designated herein for any annual meeting of the membership, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting or by ballot action of the membership as soon thereafter as conveniently may be. The election of directors, even for an uncontested position, shall be conducted by ballot and shall require a simple majority of fifty-one percent (51%) affirmative votes of the ballots cast.

The general order of business of the meeting may be outlined by the Board in an associated policy. Failure to hold the annual meeting at the designated time shall not serve to forfeit or dissolve the corporation.

Section 2. Special Meeting. Special meetings of the membership, for any purpose or purposed may be called at any time, by:

- (a) The President;
- (b) The Board of Directors; or
- (c) Not less than one-fourth of the members having voting rights.

A special meeting may be requested by written notice of demand given to the President or Secretary of the corporation and containing the purposes of the meeting. Within 30 days after receipt of the demand by one of those offices, the Board shall cause a special meeting of membership to be called and held on notice no later than 45 days after receipt of the demand, all at the expense of the corporation. If the Board fails to cause a special meeting to be called and held, the members making the demand may call the meeting by giving notice as required by law, all at the expense of the corporation.

Section 3. Place of Meeting. The place of any annual or special meeting shall be the principal office of the corporation in the State of North Dakota, unless extraneous circumstances demand otherwise.

Section 4. Notice of Meeting. Written notice stating the place, day and hour of the annual meeting and, in case of special meeting, the purpose or purposes for which the meeting is called, shall, unless otherwise prescribed by statute, be delivered not less than ten nor more than fifty days before the date of the meeting, either personally, by mail, or electronic mail, by or at the direction of the President, or the officer or other persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at this address as it appears on the records of the corporation, with postage thereon prepaid. If notice is given by electronic mail, such notice shall be deemed to be delivered when sent to the address at which the member consented to receive notice. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting. Any business transacted at a special meeting that is not included in those stated purposes is voidable by or on behalf of the corporation, unless all the members have waived notice of the meeting in accordance with the laws.

Section 5. Quorum. Members in attendance in person or remotely representing ten percent (10%) of the members eligible to vote at that meeting shall constitute a quorum at any meeting of the membership. Less than a majority of the votes so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. If the quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 6. Member Action by Ballot. An action that may be taken at a regular or special meeting of members may be taken without a meeting if the corporation mails or delivers, including by consented electronic communication, a ballot to every member entitled to vote on the matter. Information included with the ballot must state the number of responses needed to meet the quorum requirements, the percentage of approvals necessary to approve each matter and the time by which a ballot must be received by the corporation in order to be counted. The ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by ballot is only valid if the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of votes in the affirmative equals or exceeds the number of votes that would be required to approve the matter at a meeting.

ARTICLE FOUR  
BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the corporation shall be managed by its board of directors.

Section 2. Number, Tenure and Qualifications. The number of directors shall be up to seven (7) for a three-year term. Each director shall hold office until the next annual meeting of members or until his/her successor shall have been elected and qualified. In order to be eligible for a directorship, the applying party must be a member in good standing of the Corporation, may not be a present employee of WTCS, may not be related to another Board member, may not be related

to an employee of WTCS up to the second-degree of consanguinity and must be able to sign in agreement with WTCS' Statement of Faith.

Section 3. Regular Meetings. A regular meeting of the board of directors shall be held without other notice other than this bylaw immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide, by resolution, the time and place for holding of additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the corporation in the absence of any designation in the resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors and shall be held at the principal office of the corporation or at such other place as the directors may determine.

Section 5. Electronic Communications. A conference among directors by any means of communication through which the directors may simultaneously hear each other during the conference constitutes as a board meeting, if the same notice is given of the conference as would be required by law or these bylaws for a meeting, and if the number of directors participating in the conference would be sufficient to constitute a quorum at a meeting. A director may participate in a board meeting described above by any means of communication through which the director, other directors so participating, all directors physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

Section 6. Notice. Notice of any special meeting of the board of directors shall be given at least five (5) days previously thereto by written notice delivered personally, electronically or sent by mail to each director at his address, as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States, so addressed, with postage thereon prepaid. If notice is given by electronic mail, such notice shall be deemed to be delivered when sent to the address at which the director consented to receive notice. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objection to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be truncated at nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice of such meeting.

Section 7. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a majority is present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 8. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. However, unless otherwise prohibited by law, Board actions may also be taken without a meeting and without a vote if unanimous written action is signed or consented to by authenticated electronic communication by all of the Directors entitled to vote.

Section 9. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors for a term of office continuing only until the next election of directors by the members.

ARTICLE FIVE  
OFFICERS

Section 1. Officers. The officers of the corporation shall be President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), Secretary, Treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time, by the Board of Directors.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the regular meeting of the Board of Directors following the Annual Meeting of the members. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor has been duly elected and qualified.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the office so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the corporation, and subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. The President shall, when present, preside at all meetings of the membership and of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, deeds, mortgages, bonds, contracts, or other instruments which the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The member elected to the office of President shall not be in their first year of service on the WTCS Board.

Section 6. The Vice-President. The Vice-President shall perform such duties and have such powers as may be assigned to him by the board of directors. In the case of death, disability or absence of the President, the Vice President shall perform and be vested with all the duties and powers of the President. The member elected to the office of Vice-President shall not be in their first year of service on the WTCS Board.

Section 7. The Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the membership and of the Board of Directors in a location designated for that purpose; (b) see that all notices are duly given in accordance with the records of the corporation; (c) be custodian of the corporate records of the corporation; (d) keep a register of the post office address of each member which shall be furnished to the Secretary by such member; (e) have general charge of the membership books of the corporation; and (f) in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the President or Board of Directors.

Section 8. The Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article Seven of these Bylaws; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall determine.

ARTICLE SIX  
COMMITTEES

Committees making recommendations to the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the President of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the corporation shall be served by such removal.

ARTICLE SEVEN  
CONTRACTS, LOANS, CHECK AND DEPOSITS

Section 1. Contract. The Board of Directors may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the corporation in excess of fifty percent (50%) of the value of the assets of the corporation without a super majority vote

(75%) of the Members. Contracting any debt requires a Board-approved structured schedule for repayment.

Section 3. Checks, Drafts, or Orders. All checks, drafts or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, or agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for any purpose of the corporation.

ARTICLE EIGHT  
BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, committees having and exercising any of the authority of the Board of Directors and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or a member’s agent or attorney, for any proper purpose at any reasonable time. A proper purpose is one reasonably related to the interest of the person as a member or director of the corporation.

ARTICLE NINE  
FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of June and end on the thirty-first day of May of each year.

ARTICLE TEN  
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of North Dakota Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or by these Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Likewise, a member’s attendance at a meeting for which notice was required shall constitute a waiver of such notice, except where a member attends a meeting for the express purpose of objection to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE ELEVEN  
AMENDMENT OF BYLAWS

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by majority vote of the members at any regular or special meeting.

ARTICLE TWELVE  
CORPORATE GUIDELINES

The Board of Directors shall approve the corporation's guidelines for teachers, administrators, parents, and students in the form of handbooks. In addition, the Board shall adopt resolutions and policies establishing internal procedures. In the discretion of the Board, Robert's Rules of Order may be utilized as a non-binding guide for procedure at any of the corporation's meetings.