

CONSTITUTION

Approved by the Association on 6/15/09

ARTICLE I - BASIS

This organization is based on the following principles:

- A. The Bible is the infallibly inspired, written Word of God, the doctrine of which is contained in the Three Forms of Unity, and as such forms the basis for administration, instruction, and discipline in the school.
- B. Our Sovereign, Triune, Covenant God has from eternity chosen and in time forms a people unto Himself, that they may stand in covenant relationship to Him, and live to His praise in friendship and loving service in all spheres of life, in the midst of a sinful world.
- C. The training of the covenant children in the school as well as in the home and in the church must serve to prepare them to follow their lifelong calling to reveal the glory of their God in a life lived from the principle of regeneration by grace.

ARTICLE II - PURPOSE

The purpose of this organization is to provide a system of elementary and secondary education maintaining and developing the principles stated in Article I.

Said Association is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the ownership and operation of an elementary and secondary school. The school admits students of any race, color, national and ethnic origin to all the rights, privileges, programs and activities generally accorded or made available to the students at the school. It does not discriminate on the basis of race, color, national and ethnic origin in the administration of its educational policies, admission policies and athletic and other school administered programs.

The Association shall be authorized to receive and administer funds to provide financial support for a school system in which instruction is based upon the infallibly inspired written Word of God, the Holy Bible.

No part of the net earnings of the Association or its successors shall inure to the benefit of or be distributable to its members, directors, trustees, officers, or other private persons, except that the Association 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 this article.

No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on the behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the Association 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III - NAME

The name of this organization shall be: The Association For Protestant Reformed Education Inc. (Note: This is our incorporated name. The elementary school is known as The Protestant Reformed Christian School and the secondary school is known as Heritage Christian High School.)

ARTICLE IV - MEMBERSHIP

Any individual desiring to become a member of this Association must subscribe to and express agreement with Article I of this Constitution as the principles expressed in this article are interpreted and maintained in the Protestant Reformed Churches in America and must be willing to pay an annual membership fee as stipulated by the Association.

Full membership is limited to male members of the Protestant Reformed Churches in America, and carries the right of ballot.

Associate membership is provided for all others desiring to support the cause represented by this Association. It carries the same obligations, but denies the right of ballot.

Application for membership can be made to any Board member, or at any regular meeting of the Board. Such application must be approved by the Board, subject to the final approval of the Association.

ARTICLE V - BOARD OF DIRECTORS

The property and affairs of this Association shall be directed by a Board of twelve (12) members, elected by the members of the Association from among the full members of the Association. One-third (1/3) of the members of the Board shall retire each year, and each member shall serve a term of three (3) years. Those retiring shall not be eligible for re-election for one year. Board members are to be elected by ballot, from a nomination made by the Board. A majority of the votes cast is required for election. This nomination may be amended by the Association at its regular meeting. The Board has the power to remove, by two-thirds (2/3) vote of its entire membership, for cause, any member of the Board. The removed member shall have the right of appeal to the Association as to the validity of the reasons for his removal.

ARTICLE VI - OFFICERS OF THE BOARD

- A. Officers of this Association shall consist of President, Vice-President, Secretary, Treasurer and Vice-Secretary-Treasurer. These officers shall be elected annually by the Board.
- B. Duties of Officers:
 - 1. The President shall open and preside at the meetings of the Board and of the Association. The President has the rights delegated to him according to *Robert's Rules of Order*. In case the President is absent the Vice-President shall assume the duties of the President.
 - 2. The Secretary shall maintain accurate records and correct minutes of all meetings of the Board and of the Association. He shall render a general report at the annual meeting of the Association on the state of affairs. The Vice-Secretary-Treasurer shall take over his duties in case the Secretary is absent.
 - 3. The Treasurer is entrusted with the receipt, custody, and disbursement of the funds of the Association. He shall make disbursements only with the authorization of the Board. The Treasurer shall give a financial report at the regular Board meeting, and at the end of each fiscal year shall provide the membership of the Association with a written financial statement.
- C. Meetings of the Board shall be held regularly at least once every two months. If circumstances demand, the President and Secretary jointly, or any three members of the Board may call a special meeting of the Board, provided all Board members are duly notified at least three days in advance, unless waived in writing.

ARTICLE VII - ASSOCIATION MEETINGS

A. Regular Association Meetings

Meetings of the Association shall be called by the Board. The time, place, and purpose shall be announced at least one Sunday (but not less than five (5) calendar days) in advance in the Protestant Reformed Churches of this vicinity or by U.S. Mail to all members of record. An annual meeting shall be called by the Board prior to the end of the fiscal year, at which meeting Board members shall be elected and general reports heard.

B. Special Association Meetings

- 1. It shall be the duty of the Association member(s) to discuss with the Board the problem he (they) may have prior to any request for an Association meeting.
- 2. It shall be the duty of the Board to call a meeting of the Association when this is desired by at least six (6) members of the Association who personally appear before the Board with a written request stating their reason for such a meeting.

ARTICLE VIII - FINANCE

The expenses incurred in the attainment of the purpose of this Association shall be met by funds raised through tuition, donation, membership fees, pledges, gifts and endowments. The school shall not receive any local, state, or federal financial aid.

ARTICLE IX - REGISTRATION AND ENROLLMENT

Members and Associate members of the Association may enroll their children in the school upon payment of the annual membership fee. Non-members of the Association may also enroll their children in the school, provided their application for enrollment is approved by the Board of Directors. Such non-members shall be required to pay an annual fee to the Association as stipulated and determined by the Board of Directors.

ARTICLE X - FACULTY

Administrators and teachers of the school must subscribe to and express agreement with Article I of this Constitution, as the principles expressed in that article are interpreted and maintained in the Protestant Reformed Churches in America.

ARTICLE XI - AMENDMENTS

This Constitution, with the exception of Article I, X, and XI, may be amended by an affirmative vote of two-thirds (2/3) of the members of the Association present, provided that such a proposed Amendment has been submitted to the Board and publicly announced before the meeting of the Association.

ARTICLE XII - DISSOLUTION

In the event of dissolution, all assets remaining after the satisfaction of liabilities will be distributed by the Association to an organization or organizations which then qualify under Section 501(c)(3) of the Internal Revenue Code.

BY-LAWS

ARTICLE I - PURPOSE

The purpose of this organization is as set forth in Article II of the Constitution. The Corporation also has such powers as are now or may hereafter be granted by the General Not-For-Profit Corporation Act of the State of Illinois.

ARTICLE II - OFFICES

The Corporation shall have and continuously maintain in the State of Illinois, and may also have and continuously maintain in the State of Indiana, a registered office and a registered agent whose office is identical with such registered office. The Corporation also may have other offices within Cook County in the State of Illinois and within Lake County in the State of Indiana as the Board of Directors may from time to time determine.

ARTICLE III - MEMBERSHIP

Section 1. Classes of Members: The Corporation shall have two classes of membership, full membership and associate membership, as these classes are defined by Article IV of the Constitution.

Section 2. Application for Membership: Application for membership can be made at any Board meeting, or to any Board member. Such application must be approved by the Board, subject to the final approval of the Association. (Art. IV, Constitution)

Section 3. Voting Rights: Each full member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4. Termination of Membership: The Board of Directors, by a majority vote, may recommend expulsion of membership of any member who willfully violates the Constitution or By-laws of this Association. Such expulsion shall not take place except by a majority vote of those present at a legally constituted meeting of the Association.

Section 5. Resignation: Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

ARTICLE IV - MEETINGS OF MEMBERS

Section 1. Annual Meeting: An annual meeting of the members shall be held, prior to the end of the fiscal year, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings: Special Association meetings may be called by the Board of Directors. Special Association meetings desired by members of the Association must be arranged in compliance with Article VII, B of the Constitution.

Section 3. Place of Meeting: The Board of Directors may designate any place within a reasonable distance from school as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.

Section 4. Notice of Meeting: The time, place, and purpose of the meeting shall be announced at least one Sunday in advance in all the Protestant Reformed Churches in this vicinity or by U.S. Mail to all members of record.

Section 5. Quorum: A quorum shall consist of the number of members present at any legally called meeting.

Section 6. Absentee Ballots: At any meeting of members, a member entitled to vote may vote either in person or by absentee ballot, executed in writing by the member. Such absentee ballots shall be limited to the election of the Board of Directors and counted only on the first ballot.

ARTICLE V - BOARD OF DIRECTORS

Section 1. General Powers: The Board of Directors shall manage the affairs of the Corporation.

Section 2. Number, Tenure and Qualifications: The number of Directors shall be twelve (12). Each Director shall hold office until the beginning of the next fiscal year following the election of his successor. The newly chosen Directors shall begin their term of office at the last regular meeting of the Board of Directors prior to the beginning of the next fiscal year following their election. Directors need not be residents of Illinois.

Section 3. Regular Meetings: The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board of Directors without other notice than such resolution.

Section 4. Special Meetings: Special meetings may be called by the Board of Directors, provided all Board members are duly notified at least three days in advance. (Constitution, Article VI, C)

Section 5. Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 6. Manner of Acting: The act of a majority of the Directors present at a meeting of which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these By-laws.

Section 7. Vacancies: Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors until the next annual meeting of the members regardless of the length of the vacancy. This change is to be announced prior to the Board meeting at which the vacancy is to be filled.

Section 8. Compensation: Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board provided that nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation thereto.

ARTICLE VI - OFFICERS

Section 1. Officers: The officers of the corporation shall be a President, a Vice-President, a Treasurer, a Secretary, and a Vice-Secretary-Treasurer. (Constitution, Article VI, A) No two offices may be held by the same person.

Section 2. Election and Term of Office: The officers of the Corporation shall be elected annually by the Board of Directors at the last regular monthly meeting of the Board of Directors prior to the beginning of the next fiscal year following the annual meeting of the Association.

Section 3. Removal: Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person 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 shall in general supervise and control all of the business and affairs of the Corporation. He shall reside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-laws or by statute to some other officer or agent of the Corporation, 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.

Section 6. Vice-President: In the absence of the President or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all powers of and be subject to all the restrictions upon the President. The Vice-President shall serve as chairman of the Education Committee and shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. Treasurer: If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for moneys 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 VIII of these By-laws, and in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 8. Secretary: The Secretary shall keep the minutes of the meetings of the members and of the Board of Director in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these By-laws or as required by law, be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these By-laws, keep a register of the post office address of each member which shall be furnished to the Secretary by such

member, and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 9. Vice-Secretary-Treasurer: If required by the Board of Directors, the Vice-Secretary-Treasurer shall give bonds for the faithful discharge of his duties in such sums and with such sureties as the Board of Directors shall determine. The Vice-Secretary-Treasurer, in general, shall perform such duties as shall be assigned to him by the President of the Board of Directors.

ARTICLE VII - COMMITTEES

Section 1. Committees of Directors: The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

Section 2. Other Committees: Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. 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 interests of the Corporation shall be served by such removal.

Section 3. Term of Office: Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as member thereof.

Section 4. Chairman: The first named member of each committee shall be appointed chairman.

Section 5. Vacancies: Any vacancy occurring in a committee shall be filled pursuant to Section 1 or Section 2 above, as applicable.

Section 6. Quorum: Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee, provided, however, that all committee members have been duly notified of the time and place of the meeting.

Section 7. Rules: Each committee may adopt rules for its own government, not inconsistent with these By-laws or with rules adopted by the Board of Directors.

ARTICLE VIII - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts: The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, subject to the approval of the Association membership, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc.: All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, 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. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or Vice-Secretary-Treasurer and countersigned by the President or Vice-President of the Corporation.

Section 3. 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 4. Gifts: The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

ARTICLE IX - BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of the accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to votes. All books and records of the Corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE X - FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of August and end on the last day of July each year.

ARTICLE XI - DUES

Section 1. Dues: The Board of Directors shall propose from time to time the amount of initiation fee, if any, and annual dues payable to the Corporation by members of each class. The amount proposed shall be subject to the approval of the Association.

Section 2. Default and Termination of Membership: When any member of any class shall be willfully in default in the payment of dues for a period of one year from the beginning of the period for which such dues became payable, his membership may thereupon be terminated by the Board of Directors in the manner provided in Article III of these By-laws.

ARTICLE XII - SEAL

The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and words, "Corporate Seal, Illinois."

ARTICLE XIII - WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of the General-Not-For-Profit Corporation Act of Illinois or under the provisions of the Articles of Incorporation of the By-laws 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.

ARTICLE XIV - AMENDMENTS OF BY-LAWS

These By-laws may be amended by an affirmative vote of two-thirds (2/3) of the members of the Association present, provided that such proposed amendment has been submitted to the Board and publicly announced prior to the meeting of the Association.