

BYLAWS
OF
BYRON CENTER CHRISTIAN SCHOOL

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**BYLAWS
OF
BYRON CENTER CHRISTIAN SCHOOL**

(A Michigan Nonprofit Corporation)

ARTICLE I

Name and Registered Office

Section 1. Name. The name of this Corporation is the Byron Center Christian School.

Section 2. Registered Office. The registered office of the Corporation is 8840 Byron Center Avenue, Byron Center, Michigan 49315 or as designated by the Board of Directors. The resident agent shall be the person who from time to time is designated by the Board of Directors.

Section 3. Principal Office. The Corporation shall have its principal office at 8840 Byron Center Avenue, Byron Center, Michigan 49315 and it may also maintain offices at such other place or places as the Board of Directors may from time to time designate.

ARTICLE II

Foundation

Section 1. Foundation. The Corporation is founded upon the infallible Word of God as summarized in the confessional standards of the Reformed churches: the Belgic Confession, Heidelberg Catechism, and Canons of Dordt (“Reformed Confessions”).

ARTICLE III

Purpose and Non-Discrimination

Section 1. Purpose.

- a. To promote and defend the cause of Christian education.
- b. To insure to our covenant children instruction that is given in the spirit of Article II.
- c. To train children, in cooperation with the parents, in such a way that they can perform their duties in this world to the glory of God, to their own well-being, and to the welfare of others.

Section 2. Non-Discrimination. Byron Center Christian School admits students of any race, color, and national or ethnic origin to all the rights, privileges, programs and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, or national or ethnic origin in administration of its educational policies, admissions

policies, scholarship or tuition assistance programs, and athletic and other school-administered programs.

Section 3. Exempt Purposes. The Corporation is organized exclusively for religious, charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code.

ARTICLE IV

Board of Directors

Section 1. General Powers. The Corporation is a non-stock, non-profit directorship corporation. There are no members. The business, property, and affairs of the Corporation shall be managed by the Board of Directors, which may exercise all the Corporation's powers.

- a. Affairs of the Corporation are administered by a board of not less than 9 and no more than 14 Directors, which number shall be fixed from time to time by the Board of Directors. Of the Directors, a majority shall be chosen from current parents of students of the school or other supporters of the Corporation who are members of a church which affirms and promotes a Reformed worldview and the Reformed Confessions (with no more than three (3) representing any one church). The remaining Directors shall be chosen from current parents of students of the school or other supporters of the Corporation who are members of a Bible teaching church.
- b. As used in these Bylaws, "supporters of the Corporation" includes any person who contributed to the Corporation financially (greater than \$100) within the current school year or, in the sole and absolute discretion of the Board of Directors, has volunteered or otherwise demonstrated a sufficient commitment to the activities of the Corporation within the current school year.

Section 2. Eligibility. A person must meet all of the following requirements to be eligible to be a Director:

- a. He/she must consent to the Christian education of children, the basis of which, in all its workings and teachings, shall be the Scriptures of the Old and New Testament, herein confessed as the inspired and infallible Word of God interpreted in the historic Reformed Confessions, acknowledging that these writings, in instructing us of God, ourselves, and God's creation, contain basic principles authoritative and relevant for education.
- b. He/she must be not less than 18 years of age.

Section 3. Tenure. Each Director shall be appointed to a three-year term and shall serve until his/her successor is appointed and qualified, or until his/her resignation or removal. Directors may be appointed for a second term of up to three years upon an affirmative vote of all Directors. Following two three-year terms, Directors shall not be eligible for re-appointment until at least two (2) years have elapsed.

Section 4. Resignation. Any Director may resign at any time by providing written notice to the Board. The resignation will be effective on receipt of the notice or at a later time designated in the notice. A successor may be appointed for the balance of the term.

Section 5. Removal. A Director may be removed from his/her position on the Board by a two-thirds vote of the Directors present at a regular or special meeting.

Section 6. Board Vacancies. A vacancy on the Board may be filled with a person appointed by a majority of the remaining Directors, subject to affirmation at the annual meeting pursuant to Article IX of these Bylaws.

Section 7. Regular Meetings. Regular meetings of the Board may be held at the time and place as determined by resolution of the Board without notice other than the resolution. The order of business shall be as follows, provided that, in the absence of any objection, the presiding officer has discretionary power to vary the order of business:

- a. Approval of agenda and minutes of last preceding meeting
- b. Reports of officers
- c. Reports of committees
- d. Transaction of other business mentioned in agenda
- e. Adjournment

Section 8. Special Meetings. Special meetings of the Board may be called by the President or any two Directors at a convenient time and place as determined by the person or persons calling the special meeting. Notice of the time and place of special meetings shall be given to each Director in any manner at least three days before the meeting.

Section 9. Statement of Purpose. Neither the business to be transacted, nor the meeting purpose, need be specified for a regular meeting, but must be specified in the notice for a special meeting.

Section 10. Waiver of Notice. The attendance of a Director at a Board meeting shall constitute a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the Director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

Section 11. Meeting by Telephone or Similar Equipment. A Director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Section 12. Quorum and Voting. A majority of the Directors then in office constitutes a quorum for the transaction of any business at any meeting of the Board. Unless otherwise provided in the Corporation's Articles of Incorporation or these Bylaws, actions voted on by a majority of

Directors present at a meeting where a quorum is present shall constitute authorized actions of the Board.

Section 13. Consent to Corporate Actions. Any action required or permitted to be taken pursuant to authorization of the Board may be taken without a meeting if, before or after the action, all Directors consent to the action in writing. Written consents shall be filed with the minutes of the Board's proceeding.

Section 14. Compensation. Directors shall not receive any compensation for their services as Directors but may be reimbursed for reasonable expenses of attendance; provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

Section 15. Chairman. At all meetings of the Board of Directors, the President, or in his/her absence a Chairman chosen by the voting Directors, shall preside.

Section 16. Committees. The Board of Directors may, by resolution passed by a majority of the whole voting Board, designate one or more committees, each committee to consist of one or more of the Directors. The Board may designate one or more Directors as alternate members of a committee, who may replace an absent or disqualified member at a meeting of the committee, and if none is designated the members thereof present at a meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another Director to act at the meeting in place of such an absent or disqualified member. A committee, and each member thereof, shall serve at the pleasure of the Board. A committee so designated by the Board, to the extent provided in the resolution by the Board, may exercise all powers and authority of the Board in the management of the business and affairs of the Corporation, except that such committee shall not have the power or authority to: (a) amend the Articles of Incorporation; (b) recommend to members a dissolution of the Corporation or a revocation of dissolution; or (c) amend the Bylaws of the Corporation.

Section 17. Manifestation of Dissent. A voting Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be assumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right of dissent shall not apply to a Director who voted in favor of such action.

ARTICLE V

Officers

Section 1. Officers. The Board of Directors shall elect or appoint from among the voting Directors a President, one or more Vice President(s), Secretary, Treasurer and such other officers as may, from time to time, be determined by the Board of Directors. Two or more such offices may be held

by the same person, except the offices of the President and Secretary, but an officer shall not execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or the Articles of Incorporation or Bylaws to be executed, acknowledged or verified by two or more officers. The Board of Directors shall also elect or appoint an Administrator other than from among the voting Directors.

Section 2. Election and Term of Office. Except for the Administrator, the officers of the Corporation shall be elected or appointed annually by the Board of Directors. The Administrator shall be elected or appointed as determined by the Board of Directors. Each officer shall hold office for the term of which he/she is elected or appointed and until his/her successor is elected or appointed and qualified, or until his/her resignation or removal.

Section 3. Removal from Office. Any officer or agent elected or appointed by the Board of Directors may be removed by the affirmative vote of two-thirds of all of the Directors at any regular or special meeting called for that purpose with or without cause whenever in its judgment the best interests of the Corporation would be served thereby. Any officer proposed to be removed shall be entitled to at least seven days notice in writing by mail of the meeting at which removal is to be voted on and shall be entitled to appear and be heard by the Board of the Directors at such meeting.

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

Section 5. President. The President shall be the chief executive officer of the Corporation, but may from time to time delegate all or any part of his or her duties to the Vice President(s). The President shall preside at all meetings of the Board of Directors, shall be an ex-officio member of all standing committees and shall see that all orders and resolutions of the Board are carried into effect. The President shall execute all mortgages, conveyances and other instruments entered into pursuant to the powers of the Corporation as set forth in the Articles of Incorporation with the authority of the Board of Directors.

Section 6. Vice President(s). The Vice President(s) shall perform such duties as are delegated by the President, and shall, in the absence or in the event of the disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors shall prescribe.

Section 7. Secretary. The Secretary shall attend all meetings of the Board and record all votes and the minutes of the proceedings in a book to be kept for that purpose; and shall perform like duties of the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors under whose supervision he/she shall be. The Secretary may sign with the President or Vice President, in the name or on behalf of the Corporation, any contracts or agreements authorized by the Board of Directors and when so authorized affix the seal of the Corporation to any instrument requiring it, and when so affixed it shall be attested by his/her signature or by the signature of the Treasurer. He/she shall be sworn to the faithful discharge of

his/her duties. The Assistant Secretary, if one is elected, shall perform the duties and exercise the powers of the Secretary in his/her absence or in the event of his/her disability.

Section 8. Treasurer. The Treasurer shall periodically report to the Board on the financial status of the Corporation and assist with development of the annual budget.

Section 9. Administrator. The Administrator shall carry on and have general management and control of the day-to-day activities of the Corporation and its staff, subject to the control of the Board of Directors. The Board of Directors shall give the Administrator such powers as it deems to be in the best interest of the Corporation. The Administrator shall be an ex-officio, non-voting member of the Board of Directors and all standing committees, subject to the discretion of the Board of Directors.

Section 10. Salaries. Except for the Administrator, officers of the Corporation shall serve without compensation for their services as officers; provided that nothing in these Bylaws shall be construed to preclude any officer from serving the Corporation in any other capacity and receiving compensation therefor. The Board of Directors shall determine the Administrator's compensation.

Section 11. Other Employees. The Corporation shall, from time to time engage such employees as it may find to be necessary for the proper furtherance and performance of the Corporation's work and purpose.

ARTICLE VI

Agents and Representatives

Section 1. Appointment of Agents and Representatives. The Board of Directors may appoint such other agents and representatives with authority to perform such acts or duties on behalf of the Corporation as the Board may from time to time delegate, so far as may be consistent with the Articles of Incorporation, Bylaws and permitted by law.

ARTICLE VII

Contracts, Loans, Checks and Deposits

Section 1. Contracts. The Board of Directors may authorize any officer or 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, and such authority may be general or confined to specific instances.

Section 2. Loans. No loan shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. 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.

ARTICLE VIII

Fiscal Year

The fiscal year of the Corporation shall begin on the first day of July in each year and end on the 30th day of June in each year.

ARTICLE IX

Annual Meeting

Annual Meeting. An annual meeting of the Corporation shall be held each year near the end of each school year. The annual meeting shall be open to all parents of students, employees, supporters and other constituents of the Corporation and may be held in conjunction with a regular or special Board meeting.

The business at the annual meeting shall include presentation of the annual financial report and Board committee reports for the fiscal year and for the transaction of such other business as may be brought before the meeting.

During the annual meeting immediately preceding the beginning of each Director's term, the individuals appointed to serve as Director will be subject to a vote of affirmation by attendees at the annual meeting. Only attendees who are current parents of students of the school and/or supporters of the Corporation (as defined in Article IV, Section 1) ("voting attendees") are able to vote in such affirmation vote. The affirmation vote may be made by ballot or oral vote. Absentee ballots, including by electronic transmission, may be accepted, subject to the approval of a majority of the voting attendees. Any person appointed to serve as Director who does not receive an affirmation vote of greater than a majority (i.e., "one-half plus one") of the votes cast during such annual meeting shall be immediately removed from, and not appointed to, the Board of Directors by the other Directors. Notwithstanding such vote by voting attendees, the Corporation shall be organized on a directorship basis, and such voting attendees (whether parents of students of the school, donors, or other supporters of the Corporation) shall not be "members" under the Michigan Nonprofit Corporation Act, nor shall they have any of the rights of "members" (including, without limitation, rights to notice or to vote on any matter except the affirmation vote described above and only as expressly provided in this Article).

ARTICLE X

Indemnification

Section 1. Indemnification; Third Party Action. Unless otherwise provided by the Articles of Incorporation, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or complete action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he/she is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

Section 2. Indemnification; Action by or in Right of the Corporation. The Corporation shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he/she is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. Reimbursement.

- a. To the extent that a Director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.

b. Any indemnification under Sections 1 or 2 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Sections 1 and 2, and that such indemnification will not constitute an act of self-dealing under Section 4941 of the Internal Revenue Code, as amended. Such determination shall be made in either of the following ways:

- 1) By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.
- 2) If such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 4. Advancement of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Sections 1 and 2 may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Subsection (b) of Section 3 upon receipt of and undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation.

Section 5. Limitations. The Corporation shall make no provisions to indemnify Directors, officers, employees or agents in any action, suit or proceeding referred to in Sections 1 or 2 which shall be in conflict with the provisions of this Article. Nothing contained in this Article shall affect any rights to indemnification to which persons other than Directors and officers may be entitled by contract or otherwise by law. The indemnifications provided for in this Article continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person. A change in the Michigan Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws that reduces the scope of indemnification under this Article shall not apply to any action or omission that occurs before the change.

Section 6. Insurance. The Board of Directors may, in the exercise of its discretion, from time to time authorize by resolutions duly adopted, purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the Corporation would have power to indemnify him/her against such liability under Sections 1 and 2 of this Article.

Section 7. Application of this Article. The provisions of this Article shall apply except to the extent they may be inconsistent and prohibited by the Internal Revenue Code and the Regulations promulgated there under or any other applicable law or regulation.

ARTICLE XI

Authority, Limitations on Authority, and Prohibitions

Section 1. Power to Vote Shares. Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of shareholders of any corporation in which this Corporation may hold shares, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such shares which, as the owner thereof, this Corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

Section 2. Prohibition against Sharing in Corporate Earnings. No Director, officer, employee or any other person connected with the Corporation (for avoidance of doubt, the Corporation has no members), or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.

Section 3. Investments. The Corporation shall have the right to retain all or any part of the securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Corporation which would jeopardize the Corporation's tax exemption under Section 501 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended or if such action is prohibited by these Bylaws.

Section 4. Maintenance of Exempt Status. Notwithstanding any other provision of these Bylaws, no Director, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE XII

Dissolution

Section 1. Dissolution and Liquidation. If the Corporation's purposes fail or if the Corporation ceases to be approved as a tax-exempt organization under the Internal Revenue Code, and any such defect is not cured by appropriate amendment, or if the Corporation voluntarily dissolves, then all of the Corporation's assets and accumulated income shall be distributed first to one or

more Christian Reformed Churches in Byron Center, Michigan, and then to such other organizations as the Directors (or in default of designation by the Directors, the Circuit Court for the County of Kent, Michigan) shall designate as best accomplishing the purposes for which the Corporation was formed, provided that each organization receiving such assets is qualified as tax-exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any subsequent federal tax laws. The Corporation shall be dissolved after all its property has been so distributed.

ARTICLE XIII

Amendments

Section 1. Amendments. These Bylaws, except Article II, Article III, Article XII, and Article XIII, may be amended, altered, changed, added to or repealed by the unanimous vote of the Board of Directors at a regular or special meeting. These Bylaws amend, restate, and replace in their entirety any and all other bylaws or constitutions of the Corporation.

SIGNATURE

I hereby certify that the above Bylaws were adopted the _____ day of _____, 2023.

Secretary