

Bylaws of Calvary Christian School of Columbus, Georgia, Inc.

A Ministry of Calvary Baptist Church

These corporate bylaws, ratified on March 26 2025, serve as the governing document for Calvary Christian School of Columbus, Georgia, Inc., a Georgia nonprofit corporation (hereinafter referred to as "Calvary Christian School"); an institution established as a ministry of Calvary Baptist Church, which is the sole member of the corporation. The bylaws are designed to provide a structured framework for the school's operations, governance, and administration, ensuring alignment with the church's mission and values.

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Article I: Definitions

Section 1. Definitions

For the purposes of these bylaws, the following terms shall have the meanings set forth below:

1. "Bylaws": The set of rules and regulations governing the operation, administration, and governance of Calvary Christian School, as issued and ratified by Calvary Baptist Church.
2. "Church": Calvary Baptist Church, Inc., the religious organization overseeing and supporting Calvary Christian School.
3. "School": Calvary Christian School, the educational institution established and operated as a ministry of Calvary Baptist Church.
4. "Board of Elders and Deacons": The governing body of Calvary Baptist Church, responsible for the spiritual oversight and governance of the church and its affiliated entities, including Calvary Christian School; in accordance with the bylaws of Calvary Baptist Church.
5. "School Board", "Board of Directors" or "Board": The group of individuals appointed to govern and oversee the administration and operations of Calvary Christian School in accordance with these bylaws. Members of the Board are sometimes referred to as directors of the corporation.
6. "Church Member": Any individual who is a recognized and active member of Calvary Baptist Church in good standing.
7. "Staff": Employees and faculty of Calvary Christian School, including administrators, teachers, and support personnel.
8. "Student": Any individual enrolled in Calvary Christian School for the purpose of receiving an education.
9. "Amendment": Any change, addition, modification, or repeal of any portion of these bylaws, as approved by the Board of Elders and Deacons of Calvary Baptist Church.
10. "Effective Date": The date on which an amendment to the bylaws becomes operational, as specified in the amendment or, if not specified, immediately upon approval by the Board of Elders and Deacons.
11. "Notification Procedures": The established methods and practices used by Calvary Baptist Church to inform its members of important matters, including proposed amendments to the bylaws.
12. "Material Complaint": A formal allegation or report of misconduct or wrongdoing that includes, but is not limited to, sexual impropriety, sexual harassment, financial fraud, criminal activities, violations of school policies, unethical behavior, actions that compromise the safety of a child, or actions that compromise the safety, integrity, or reputation of Calvary Christian School or Calvary Baptist Church.
13. "Complaint": A formal or informal expression of dissatisfaction regarding day-to-day issues, policies, or procedures that do not involve allegations of serious misconduct or wrongdoing.

Examples of standard complaints include concerns about academic matters, school facilities, administrative processes, or general school operations. These complaints are typically addressed through routine administrative channels and do not pose a significant risk to the safety, integrity, or reputation of Calvary Christian School or Calvary Baptist Church.

14. "Conflict of Interest": A conflict of interest arises when a School Board member, officer, employee, or any other individual in a position of authority at Calvary Christian School has a personal, financial, or other interest that could potentially interfere with their duty to act in the best interests of the school. This includes situations where the individual, or a family member, stands to benefit personally or professionally from decisions made by the Board or the school, or where the individual's outside interests or affiliations could impair their objectivity or judgment in carrying out their responsibilities for Calvary Christian School.

15. "Georgia Code": Means Georgia Nonprofit Corporation Code, as amended.

Article II : Amendments to Bylaws

Section 1. Authority to Amend Bylaws

These bylaws may only be amended, modified, or repealed by the governing body of Calvary Baptist Church, Inc. which is the sole member of the corporation (the "Sole Member"). No amendment, modification, or repeal shall be effective unless it has been duly approved by a vote of the Board of Elders and Deacons of Calvary Baptist Church, during a meeting convened specifically for this purpose.

Section 2. Proposal of Amendments

Proposals for amendments to these bylaws may be submitted by the Board of Calvary Christian School or by any member of Calvary Baptist Church. Such proposals must be submitted in writing to Calvary Baptist Church or its designee at least ninety (90) days prior to the meeting at which the proposed amendment will be considered.

Section 3. Ratification

An amendment to these bylaws shall become effective immediately upon its approval by the Board of Elders and Deacons of Calvary Baptist Church, unless a later effective date is specified in the amendment.

Section 4. Record of Amendments

All amendments, modifications, or repeals of these bylaws shall be documented and maintained as part of the official records of Calvary Baptist Church. The Board of Elders and Deacons shall ensure that an updated version of the bylaws, including any amendments, is provided to the Board of Calvary Christian School within thirty (30) days of such amendments.

Article III: Statement of Faith and Alignment with Church Mission

Section 1. Adoption of Statement of Faith

Calvary Christian School hereby adopts the Statement of Faith of Calvary Baptist Church as set forth in Appendix 1 of these bylaws. This Statement of Faith shall serve as the foundational doctrinal guide for the school's teachings, policies, and practices. All members of the Board, administration, faculty, and staff of Calvary Christian School shall affirm and adhere to this Statement of Faith.

Section 2. Implementation of Mission, Vision, and Values

Calvary Christian School, along with its Board and staff, shall at all times work diligently to implement and uphold the mission, vision, and values of Calvary Baptist Church. This commitment shall be reflected in the school's educational programs, operational policies, and community activities. The school shall strive to embody the church's principles in all aspects of its functioning, ensuring that its practices and decisions are aligned with the spiritual and educational goals established by Calvary Baptist Church.

Article IV: Quorum

Section 1. Quorum

A quorum for the transaction of business at any meeting of the School Board of Calvary Christian School shall consist of a majority (51% or greater) of the members of the School Board then in office and at least one member of the Calvary Baptist Church Board of Deacons and Elders.

Section 2. Loss of Quorum

The School Board members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough School Board members to leave less than a quorum, provided that any action taken is approved by at least a majority of the required quorum for such meeting.

Section 3. Adjournment for Lack of Quorum

In the absence of a quorum, a majority of the School Board members present at the meeting may adjourn the meeting to another time and place. Notice of the rescheduled meeting shall be given to all School Board Members in accordance with the notification procedures established in these bylaws.

Section 4. Special Quorum Requirements

Notwithstanding the general quorum requirements specified above, certain actions may require a different quorum as stipulated elsewhere in these bylaws or as mandated by applicable law. In such cases, the specific quorum requirement shall prevail.

Section 5. Voting and Proxies

5.1. Allowed Voting Method: School Board members may participate either in person or through approved electronic means to be counted towards a quorum and to vote on matters. Voting by email or other electronic methods approved by School Board members is permitted.

5.2. Members of the Board shall not vote by proxy.

Article V: Board Members

Section 1. Election and Composition

1.1. Election: School Board members shall be elected by the membership of Calvary Baptist Church at the recommendation of the Board of Elders and Deacons.

1.2. Initial Count and Expansion: The School Board shall initially consist of **eleven (11)** members but may be expanded or reduced as deemed necessary by the Board of Elders and Deacons of Calvary Baptist Church.

1.3. Committee Participation: Each School Board member shall serve on at least one (1) committee but shall not serve on more than two (2) committees simultaneously.

1.4. Board Chair: The Board Chair shall be appointed by the Board of Elders and Deacons of Calvary Baptist Church.

1.5. Calvary Baptist Church Membership: At least **seventy percent (70%)** of the members of the School Board must be active members of Calvary Baptist Church.

1.5.1. Membership Verification: The Board of Elders and Deacons of Calvary Baptist Church shall verify the membership status of any School Board member prior to their appointment and on an annual basis thereafter to ensure compliance with this requirement.

Section 2. Terms of Service

2.1. Term Length: Each Board member shall serve a three (3) year term with the option to extend at the request of the Board of Elders and Deacons.

2.2. Attendance Requirement: All board members are expected to attend meetings regularly. If a board member has excessive absences without prior approval from the Board of Elders and Deacons, the Board of Elders and Deacons may remove that member.

Section 3. Qualifications

3.1. Statement of Faith: All School Board members must accept the Statement of Faith of Calvary Baptist Church (Appendix 1) and agree to act in the best interest of, first, Calvary Baptist Church and then Calvary Christian School.

3.2. Conflict of Interest Disclosure: School Board members have a mandatory duty to disclose any conflicts or potential conflicts of interest to the Board of Elders and Deacons or their designee(s).

3.3. Integrity and Community Standing: Board members shall be individuals of high integrity and be well-respected within the community. They should demonstrate strong moral character and a commitment to ethical conduct in both their personal and professional lives.

3.4. Commitment to Service: Board members shall demonstrate a commitment to the mission and objectives of Calvary Christian School and be willing to actively participate in School Board activities, including serving on committees and attending meetings regularly.

3.5. Conflict of Interest Disclosure: School Board members must disclose any actual or potential conflicts of interest and agree to recuse themselves from related decisions as necessary.

3.6. Other Requirements: School Board members must meet any additional qualifications as determined by the Board of Elders and Deacons of Calvary Baptist Church.

Section 4. Board Removal

4.1. Removal: The removal of any member of the School Board shall be solely at the discretion of the Board of Elders and Deacons of Calvary Baptist Church. No individual or group, other than the Board of Elders and Deacons, has the authority to remove a School Board member from their position.

Section 5. Confidentiality and Compensation

5.1. Confidentiality Statement: Board members must sign a confidentiality statement (Appendix 2).

5.2. Compensation: Board members shall receive no compensation for their service.

Section 6. Duties and Responsibilities

6.1. Policymaking: School Board members are responsible for the development, review, and approval of policies that govern the operations, programs, and administration of Calvary Christian School. These policies must align with the mission, vision, and values of Calvary Baptist Church. The Board of Elders and Deacons shall have the right to review any policy. Any policy shall require a 30-day period before becoming effective. Additionally, notice of policy changes must be provided to the Board of Elders and Deacons within seven (7) days of the vote.

6.2. Employment of Head of School: The Board of Elders and Deacons shall appoint School Board members to be responsible for the recruitment, selection, employment, and evaluation of the Head of

School. This includes setting performance expectations, conducting regular performance reviews, and making decisions regarding the renewal or termination of the Head of School's contract.

6.2.1. Annual Review of Head of School: The designees of the Board of Elders and Deacons shall conduct annual performance reviews of the Head of School and other staff to ensure effective leadership and alignment with the school's mission and goals. Additional reviews may be conducted more frequently as deemed necessary by the designees.

6.2.2. Succession Planning: The School Board shall at all times maintain a well-defined succession plan for both School Board members and the Head of School. This plan shall ensure continuity of leadership and smooth transitions in the event of departures or vacancies.

6.3. Budget Approval: School Board members shall review and approve the annual budget of Calvary Christian School. This includes ensuring that the budget aligns with the school's strategic goals and financial policies, and making necessary adjustments to maintain fiscal responsibility and sustainability.

6.4. Responsibilities for Financial Reporting:

6.4.1. Approval of Financial Reports: The School Board shall be responsible for reviewing and approving all financial reports of Calvary Christian School. This includes, but is not limited to, financial statements, budgets, and financial summaries.

6.4.2. Review Process: Financial reports shall be prepared by the school's financial staff or designated accounting firm and submitted to the School Board for review. The School Board shall examine the reports for accuracy, completeness, and compliance with the school's financial policies and procedures.

6.4.3. Approval: Upon satisfactory review, the School Board shall approve the financial reports. Approval shall be documented in the minutes of the School Board meeting at which the financial reports were reviewed.

6.4.4. Variance Explanations: The School Board shall ensure that any significant variances between budgeted and actual financial performance are adequately explained and documented.

6.4.5. Annual Review: The School Board shall review and approve the findings of the annual financial review conducted by a third-party. This review shall include assurance of compliance with all State and Federal filings or other requirements. The School Board shall address any issues or recommendations identified in the review. The School Board shall within 7 days provide notice to the Board of Elders and Deacons of such issues or recommendations.

6.5. Approval of Business Plan and Strategy: The School Board shall be responsible for the review and approval of the business plan and strategic initiatives of Calvary Christian School. This includes long-term planning, setting strategic goals, and ensuring that the school's business activities are aligned with the overall mission and objectives of Calvary Baptist Church as defined by the Board of Elders and Deacons.

6.6. Compliance with Regulating and Accreditation Bodies: School Board in coordination with the Head of School shall ensure that Calvary Christian School is in compliance with all appropriate rules and regulations for regulating bodies. The School Board and Head of School shall ensure that Calvary

Christian School achieves appropriate Accreditations to operate as a Christian school in the state of Georgia.

Article VI: Meetings of the Board

Section 1. Regular Meetings

1.1. Frequency: The School Board shall hold regular meetings on a quarterly basis. These meetings are necessary to review the progress of the school, discuss strategic initiatives, and address any issues requiring School Board attention.

1.2. Notice: Notice of regular quarterly meetings shall be given to all School Board members at least thirty (30) days prior to the meeting date but not more than ninety (90) days. The notice shall include the date, time, and location of the meeting, as well as an agenda of the items to be discussed.

1.3. Meeting Structure: All meetings of the School Board, committees, and any other official gatherings of Calvary Christian School shall be conducted in accordance with Robert's Rules of Order.

1.4. Minutes: Accurate minutes shall be recorded for all meetings, capturing key discussions, decisions, and actions. Minutes shall be reviewed and approved at the subsequent meeting.

1.5. Action by Directors Without a Meeting: (a) Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all directors. Such consent shall be preceded by at least two (2) days' notice of the resolutions to be considered. Such consent shall have the same force and effect as an effective vote at a meeting duly called. For such purposes, any director who recuses himself or herself from consideration, due to a conflict of interest or otherwise, shall not be counted, such that a consent of the non-recused directors shall constitute written consent. (b) Such written consents and notices may be delivered by facsimile, U.S. Mail, DocuSign or other electronic signature, scanned email (PDF with physical signature), or other physical delivery method or similar electronic means. (c) More specifically and without limiting the foregoing, (i) electronic voting may take place on any electronic platform to which the corporation provides access to all directors and on which a record of the resolution and each director's vote is created, and, alternatively, (ii) written consents may be delivered without signature by indicating an affirmative vote regarding a resolution via text, email, or other electronic means, in which case the secretary is authorized to sign the consent on behalf of such director or, once sufficient consents have been received, to certify that the resolution was duly passed. (d) Signed consents and/or proof of electronic consent, along with the resolution's text, shall be retained with the corporate records. (e) Action by written consent shall not require a motion or second to be made or recorded. (f) A director's consent may be withdrawn by a revocation signed by the director and delivered to the Corporation prior to delivery to the corporation of unrevoked written consents signed by all the directors required for an action to be taken. (g) Action taken under this subsection 1.5. is effective when the last required signed consent is delivered to the corporation, unless the consent specifies a different effective date.

Section 2. Ad Hoc / Emergency Meetings

2.1. Purpose: Ad hoc or emergency meetings may be called to address urgent matters that cannot wait until the next regular meeting. These meetings are intended for issues that require immediate School Board action or deliberation.

2.2. Notice: Notice of ad hoc or emergency meetings shall be given to all School Board members at least twenty-four (24) hours prior to the meeting. The notice shall include the reason for the meeting, along with the date, time, and location.

Section 3. Meeting Procedures

3.1. Agenda: The agenda for each meeting, whether regular or emergency, shall be prepared by the President or a designated officer and distributed to all School Board members no less than twenty-four hours (24) in advance.

3.2. Minutes: Minutes of all meetings shall be recorded and maintained as part of the official records of the School Board. The minutes shall include the date, time, and location of the meeting, the names of those present, a summary of the discussions, and any decisions or actions taken and shall be made available to any Board of Elders and Deacons member within seven (7) days.

3.3. Quorum: A quorum must be present for any official business to be conducted during both regular and emergency meetings.

Article VII: Committees

Section 1. Committee Structure

1.1. General: The Board may by resolution adopted by a majority of the entire Board of Directors, create one or more committees and appoint members of the Board of Directors to serve on them.

1.2. Authority: To the extent specified in such resolution or in the Articles of Incorporation or the bylaws, each committee may exercise the authority of the Board of Directors. A committee exercising the authority of the Board shall consist of two or more current or former directors, at least one of whom shall be a current director. A committee not exercising authority of the Board shall consist of two or more persons, at least one of whom shall be a current director. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law to be exercised by the entire Board.

1.3. Chairperson: Each committee shall be chaired by a member of the School Board. The Chairperson shall be responsible for leading the committee, scheduling meetings, setting agendas, and reporting the committee's activities and recommendations to the Board.

1.4. Records of Committees and Membership: The School Board of Calvary Christian School shall maintain accurate and up-to-date records of all standing and ad hoc committees, including the names of committee members, their roles within the committee, and the committee's purpose or responsibilities.

1. Committee Rosters: The School Board shall ensure that a complete roster of each committee, including the committee chairperson and all members, is kept on file. These records shall also include the date of committee formation and any changes to membership or leadership.
2. Committee Minutes and Reports: Each committee shall submit regular minutes and reports to the School Board.
3. Access to Records: These records shall be made available to the Board of Elders and Deacons of Calvary Baptist Church, School Board, and other authorized individuals upon request within 1 business day.

Section 2. Standing Committees

2.1. Finance Advancement Committee: The Finance Advancement Committee shall oversee the financial operations of Calvary Christian School. This committee is responsible for preparing and reviewing budgets, financial planning, and ensuring that financial policies and procedures are followed. The Finance Advancement Committee shall also monitor the financial health of the school and recommend actions to ensure fiscal stability. This committee shall monitor the strategic plan development, implementation, and fund raising efforts.

2.2. Academic Affairs Committee: The Academic Affairs Committee shall focus on the academic programs and policies of Calvary Christian School. This committee is responsible for curriculum development, academic standards, student assessment, and ensuring that the school's educational goals align with the mission and vision of Calvary Baptist Church. The committee shall also review and recommend policies related to student admissions, progress, and achievement.

2.3. Operational Risk and Compliance Committee: The Operational Risk and Compliance Committee is responsible for identifying, assessing, and monitoring risks that may affect the operations and regulatory compliance of Calvary Christian School. The committee shall issue recommendations to the School Board for policies and procedures to mitigate operational risks, ensure compliance with applicable laws and regulations. The committee will review incident reports, and recommend corrective actions to address compliance deficiencies. The committee is also tasked with regularly updating the School Board on significant risks, compliance matters, and any regulatory changes that may impact the school's operations. The committee will collaborate with legal counsel to address any legal matters as requested by the School Board, ensuring that the school's interests are adequately protected.

2.4. Spiritual Development Committee: The Ministry and Counsel Committee shall ensure that the spiritual condition of Calvary Christian School aligns with the objectives of Calvary Baptist Church. This committee is responsible for:

- Reviewing and recommending changes to the curriculum and textbooks to ensure they reflect the school's spiritual values.
- Developing spiritual, character considerations associated with policies surrounding acceptance or expulsion from the school.
- Analyzing disciplinary statistics and trends to identify and address any issues affecting the spiritual well-being of the student body.
- Addressing other matters that may influence the spiritual condition of the school community.

Section 3. Additional Committees

3.1. The School Board may establish additional committees as deemed necessary to address specific areas of concern or interest. Such committees shall also be chaired by a School Board member and shall operate under the same general guidelines as the standing committees.

Section 4. Committee Meetings

4.1. Scheduling: Committee meetings shall be scheduled by the Chairperson of each committee as needed to fulfill their responsibilities.

4.2. Minutes and Reporting: Each committee shall keep minutes of its meetings and submit regular reports to the School Board, detailing its activities, findings, and recommendations.

4.3. Regular Meetings: Each committee shall meet at least quarterly to fulfill its responsibilities, with additional meetings scheduled as needed to address specific issues or tasks. Meetings shall be called by the committee chair. All committee meetings must follow the policies and procedures established by the School Board, and minutes shall be taken to document recommendations and discussions.

Section 5. Committee Membership

5.1. Composition: In addition to members of the Board, committee membership may include school staff, and other individuals with relevant expertise or interest. The Chairperson shall appoint committee members, subject to approval by the School Board.

Article VIII: Officers

1.1. Required Officers: The corporation shall have a President, a Secretary, and a Treasurer, and may have additional officers appointed by the Board of Directors. The Board may appoint one or more officers or assistant officers as may be needed by the Board, and the President shall have the ability to appoint such other officers as may be necessary. The same individual may simultaneously hold more than one office in the corporation, except the offices of President and Secretary. Unless the Elders and Deacons of Calvary Baptist Church specify otherwise, the officers of Calvary Baptist Church shall also serve as the officers of the School in their respective roles.

1.2. Duties of Officers:

1.2.1 President: The President shall have general supervision over the affairs and assets of the corporation and over its employees and shall generally do and perform all acts incident to the office of president and shall have such additional powers and duties as may from time to time be assigned by the Board. The President may sign and execute, in the name of the corporation, deeds, mortgages, bonds, contracts or other instruments authorized by the Board, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation. The President shall oversee the day-to-day operations of the corporation, including carrying out the corporation's mission, goals, and policies and instituting or defending legal proceedings when the directors are deadlocked, and may call meetings of the Board. The President shall be authorized and

empowered, jointly with the treasurer, to establish accounts at banks and other financial institutions and to designate the signatories and other authorized individuals with respect to such accounts. In the absence of a CEO, the President shall be the Chief Executive Officer of the corporation.

1.2.2. Secretary: The Secretary shall keep or cause to be kept the minutes of meetings of directors and the other corporate records, and shall authenticate records of the corporation, unless the Board of Directors delegates such responsibility to another officer. The Secretary shall act as Treasurer during that person's inability to act. The Secretary shall attend all meetings of the Board of Directors and may call meetings of the Board.

1.2.3. Treasurer: The Treasurer shall attend all Board meetings, manage the Board's review of and actions related to its financial responsibilities, work with the Audit and Finance Committee and the Chief Financial Officer to ensure that financial reports are made available to the Board in a timely manner, assure that the annual budget is presented to the Board for approval, facilitate accurate financial reporting to the Board for it to review actual expenses and revenue vs. the approved budget, and to serve as a liaison between, on the one hand, the auditors and Audit and Finance Committee, and on the other hand, the Board.

The foregoing officers shall perform such duties as are generally performed by such officers, and such duties as are additionally conferred by the Board of Directors. President, Secretary and Treasurer each shall be authorized to execute documents on behalf of the corporation without need of further execution or attestation, if such documents are specifically authorized by the Board of Directors or within the scope of his responsibility.

1.3. Standards of Conduct for Officers: The standards of conduct for officers shall be as provided by the Georgia Code and other applicable law.

1.4. Resignation and Removal of Officers: An officer may resign at any time by delivering notice to the corporation. A resignation is effective when the notice is delivered to the President or Secretary unless the notice specifies a later effective date. The Board of Directors may remove any officer at any time whenever in their judgment the best interest of the corporation will be served thereby. Any vacancy in any office occurring for whatever reason may be filled by the Board of Directors.

1.5. Contract Rights of Officers: The appointment of an officer does not itself create contract rights. The removal of an officer does not affect the officer's contract rights (if any) with the corporation. An officer's resignation does not affect the corporation's contract rights (if any) with the officer.

Article IX: Reporting Requirements

Section 1. Monthly and Quarterly Reports

1.1. Summary Operations: Calvary Christian School shall provide the Board of Elders and Deacons with monthly and quarterly reports summarizing the school's operational activities. These reports shall include key performance indicators, enrollment statistics, and notable events or achievements.

1.2. Financial Reports: The school shall submit monthly and quarterly financial reports to the Board of Elders and Deacons. These reports shall include a comparison of actual financial performance versus the budget, along with explanations of any significant variances. The financial reports shall cover income, expenditures, and any other relevant financial metrics as required by the Board of Elders and Deacons.

Section 2. Annual Reports

2.1. Report of Directors and Officers: The School shall provide an annual report listing the names and titles of all current directors and officers to the School Board.

2.2. Complete Set of Policies & Procedures: An annual review and update of the Calvary Christian School's complete set of policies and procedures shall be submitted to the Board of Elders and Deacons and the School Board.

2.3. Financial Reports: Calvary Christian School shall provide comprehensive annual financial reports, including but not limited to:

- Financial Summary
- Balance Sheet
- Income Statement
- Statement of Cash Flows
- Next Fiscal Year Budget
- 3rd Party Financial Audit

2.4. Proof of Insurance: Annual proof of insurance coverage shall be submitted to the Board of Elders and Deacons and the School Board, demonstrating that the school maintains adequate insurance policies as required by law and by church standards.

2.5. Operations Summary: An annual operations summary shall be provided to the Board of Elders and Deacons and the School Board, detailing the overall performance, achievements, challenges, and strategic initiatives of Calvary Christian School over the past year. The Operations Summary shall include all key performance indicators and Head of School's comments regarding these key performance indicators.

Section 3. Submission and Review

3.1. Timeliness: All reports shall be submitted in a timely manner, as specified in this Article. Monthly and quarterly reports shall be submitted within fifteen (15) days following the end of the respective reporting period. Annual reports shall be submitted within thirty (30) days following the end of the fiscal year.

3.2. Review and Feedback: The Board of Elders and Deacons and School Board shall review all submitted reports and provide feedback or request additional information as needed. Calvary Christian School shall address any concerns or inquiries raised by the Board of Elders and Deacons and the School Board promptly.

Article X: Property

Section 1. Ownership of Property

1.1. Assignment to Calvary Baptist Church: All property, including land, buildings, and other real estate, used by Calvary Christian School is assigned to and remains the property of Calvary Baptist Church.

Section 2. Authority to Purchase or Sell Property

2.1. Consent Requirement: Calvary Christian School shall have no authority to purchase or sell any land, buildings, or other real estate without the prior written consent of the Board of Elders and Deacons of Calvary Baptist Church. All such transactions must be approved by the Board of Elders and Deacons in accordance with Calvary Baptist Church's policies and procedures.

Section 3. Authority to Build or Demolish Structures

3.1. Consent Requirement: Calvary Christian School shall have no authority to construct new buildings, make significant alterations to existing structures, or demolish any buildings without the prior written consent of the Board of Elders and Deacons of Calvary Baptist Church. All plans for construction, alteration, or demolition must be approved by the Board of Elders and Deacons in accordance with Calvary Baptist Church's policies and procedures.

Article XI: Debt and Financial Obligations

Section 1. Long Term Debt

1.1. Consent Requirement: Calvary Christian School shall have no authority to enter into contracts or agreements that create long-term debt obligations without the prior written consent of the Board of Elders and Deacons. All such long-term debt transactions must be approved by the Board of Elders and Deacons in accordance with Calvary Baptist Church's financial policies and procedures.

Section 2. Short-Term Debt

2.1. Permissible Short-Term Debt: Calvary Christian School may incur short-term debt with the approval of the School Board, provided that such debt is unsecured and does not create significant financial risk for the School or church.

2.2. Definition of Short-Term Debt: For the purposes of this section, short-term debt is defined as any financial obligation that is intended to be paid off within one (1) year and does not require collateral or security.

2.3. Reporting: Any short-term debt incurred by Calvary Christian School shall be reported to the Board of Elders and Deacons and the School Board at the next scheduled meeting, detailing the amount, purpose, and repayment plan for the debt.

Article XII: Insurance Requirements

Section 1. General Insurance

1.1. Adequate Coverage: Calvary Christian School shall maintain adequate insurance coverage to protect its property, operations, and personnel. This insurance shall include, but is not limited to, property insurance, general liability insurance, and any other coverage deemed necessary by the Board of Elders and Deacons and School Board.

Section 2. Directors and Officers Liability Insurance

2.1. Liability Coverage: Calvary Christian School shall maintain Directors and Officers (D&O) Liability Insurance in an amount set by the School Board. This insurance shall provide coverage for the directors and officers of the school against claims arising from their actions and decisions made on behalf of the school.

Section 3. Approval and Review

3.1. Board of Elders and Deacons Approval: The types and amounts of all insurance coverage maintained by Calvary Christian School, including D&O Liability Insurance, shall be provided to the Board of Elders and Deacons.

3.2. Annual Review: The insurance coverage shall be reviewed annually by the Board of Elders and Deacons to ensure that it remains adequate and appropriate for the school's needs.

Section 4. Proof of Insurance

4.1. Documentation: Calvary Christian School shall provide proof of all required insurance coverage to the Board of Elders and Deacons and School Board on an annual basis, and upon request, to demonstrate compliance with these requirements.

Article XIII: Complaint Resolution

Section 1. General Complaint Resolution

1.1. Resolution of Complaints: Calvary Christian School and the School Board shall resolve any and all complaints that do not pose a risk to Calvary Baptist Church. These complaints shall be handled promptly and fairly, in accordance with the school's established policies and procedures.

1.2. Record Maintenance: The School Board shall maintain appropriate records regarding all complaints or incidents, including the nature of the complaint, the steps taken to address it, and the final resolution. These records shall be kept confidential and securely stored, and shall be reviewed periodically to ensure compliance with the school's policies and procedures.

Section 2. Complaints Regarding Board Members

2.1. Reporting to Board of Elders and Deacons: Complaints regarding any member of the School Board shall be reported to the Board of Elders and Deacons of Calvary Baptist Church. The Board of Elders and Deacons shall review and address these complaints as necessary, in accordance with Calvary Baptist Church's governance policies.

Section 3. Complaints Regarding the Head of School

3.1. Executive Board Resolution: Complaints regarding the Head of School shall be resolved by the Board of Elders and Deacons or their designee(s).

Section 4. Other Complaints

4.1. Policy Development: The School Board shall develop policies and procedures related to internal complaints among school staff, complaints received from parents or students, and complaints from third parties. These policies and procedures shall ensure that all complaints are addressed in a timely and effective manner.

4.2. Record Maintenance: Calvary Christian School shall maintain appropriate records of all other complaints, including internal staff complaints, parent or student complaints, and third-party complaints. These records shall be audited by the Board to ensure proper handling and resolution. Records shall be made available to the School Board and Board of Elders and Deacons at any time within 24 hours of request.

4.3. Risk Categorization: Complaints shall be categorized by the risk posed to the organization. Those complaints deemed to be high risk to Calvary Christian School shall be actively monitored by the School Board to ensure appropriate actions are taken to mitigate any potential impact.

Section 5. Engagement of Legal Counsel and Industry Experts

5.1. Authority to Engage Experts: The School Board shall be authorized to engage legal counsel or industry experts as necessary to resolve complaints or issues that arise. This may include, but is not limited to, matters involving complex legal, financial, or educational issues that require specialized knowledge and expertise.

Article XIV: Incident Management

Section 1. Incident Reporting and Documentation

1.1. Incident Definition: An incident is any event or situation that poses a risk to the safety, security, or wellbeing of students, staff, or the school environment. This includes, but is not limited to, accidents, injuries, safety hazards, security breaches, and any other significant occurrences.

1.2. Immediate Reporting: All incidents must be reported immediately to the appropriate school authority, including the Head of School, and subsequently to the School Board or their designee(s). The initial report should include a brief description of the incident, the individuals involved, and any immediate actions taken.

1.3. Documentation: Proper documentation of each incident is required. This includes a detailed incident report that outlines the nature of the incident, the date and time it occurred, the location, the individuals involved, any witnesses, a description of the incident, immediate actions taken, and any follow-up measures planned or implemented.

1.4. Confidentiality: Incident reports and related documentation shall be kept confidential and securely stored. Access to these records shall be limited to authorized personnel only.

Section 2. Reporting to the School Board

2.1. Regular Reporting: The Head of School shall provide regular reports to the School Board or its designee(s) on all incidents that occur within the school. These reports shall be submitted at least quarterly and shall include a summary of all documented incidents, actions taken, and any ongoing concerns or follow-up measures.

2.2. High-Risk Incidents: Any incident that poses a significant risk to the school, its students, or staff must be reported to the School Board immediately, outside of the regular reporting schedule. High-risk incidents include, but are not limited to, those involving serious injury, threats to safety, legal implications, or significant property damage.

2.3. School Board Review: The School Board or its designee(s) shall review all incident reports to ensure that appropriate actions are being taken to address and mitigate risks. The School Board may request additional information or follow-up actions as deemed necessary.

Section 3. Incident Management Policies

3.1. Policy Development: The School Board shall develop and maintain comprehensive incident management policies and procedures. These policies shall outline the steps for reporting, documenting, investigating, and resolving incidents to ensure the safety and security of the school environment.

3.2. Training and Awareness: All staff members shall receive regular training on incident management policies and procedures. This training shall include how to recognize, report, and respond to various types of incidents.

3.3. Continuous Improvement: The School Board and school administration shall continuously evaluate and improve incident management policies and procedures based on lessons learned from previous incidents and best practices in school safety and security.

Article XV: Reporting and Compliance

Section 1. Reporting Non-Compliance

1.1. Notification of Non-Compliance: In the event that the School Board of Calvary Christian School identifies any instance of non-compliance with these bylaws, it shall promptly provide written documentation to the Board of Elders and Deacons of Calvary Baptist Church.

1.2. Content of Documentation: The written notification shall include a detailed description of the non-compliance, the circumstances leading to it, and the potential impact on the School and Calvary Baptist Church.

1.3. Plan for Corrective Action: The documentation shall also include a comprehensive plan to achieve compliance, specifying the time frames, anticipated corrective actions, and any resources required. The plan shall outline steps the School Board will take to resolve the issue and prevent future occurrences.

1.4. Progress Updates: The School Board shall provide periodic updates to the Board of Elders and Deacons, as frequently as requested, on the progress of the corrective actions until full compliance is achieved.

Article XVI: Limitation of Liability & Indemnification

Section 1. Liability & Indemnification of Directors and Officers

1.1. Limitation of Liability of Directors and Officers: (a) As provided for in the Articles of Incorporation, a director shall not be liable to the corporation or any other person for any action taken or not taken as a director if the director did not breach his or her legal duties to the corporation. (b) A director shall not be deemed to be a legal trustee with respect to the corporation or with respect to any property held or administered by the corporation, including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property. (c) An officer shall not be liable to the corporation or any other person for any action taken or not taken as an officer if the officer did not breach his or her legal duties to the corporation.

1.2. Required Indemnification of Officers and Directors: To the fullest extent permitted by law, and in accordance with Georgia Code § 14-3-859, which is incorporated by reference herein, the corporation shall indemnify its current and former directors and officers and shall advance funds to pay for and reimburse their expenses as contemplated under the aforementioned section of the Georgia Code.

1.3. Indemnification of Employees and Agents: The corporation may indemnify and advance expenses as contemplated under Georgia Code § 14-3-857 to any present or former employee or agent by Board of Directors resolution to the extent allowed by applicable law.

1.4. Heir and Estate Indemnification: The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification shall be in addition to and not exclusive of all other rights to which any person may be entitled.

1.5. Insurance: The corporation shall purchase and maintain insurance on behalf of one or more directors, officers, employees, or agents against liability.

1.6. Conflicting Interest Transactions: The validity and ramifications of conflicting interest transactions are governed by the corporation's Conflict of Interest Policy, the Georgia Code, and the Internal Revenue Code.

1.7. Other Rights of Indemnification: The indemnification or payment of expenses provided herein is not exclusive of rights to which a person seeking indemnification or payment of expenses may be entitled under the Articles of Incorporation, a contractual agreement, or applicable law. However, the total amount of expenses advanced or indemnified from all sources shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

1.8. Severability: Each paragraph, sentence, term and provision herein shall be considered severable in that, in the event a court finds any paragraph, sentence, term or provision to be invalid or unenforceable, the validity and enforceability, operation, or effect of the remaining paragraphs, sentences, terms, or provisions shall not be affected, and the remainder shall be construed in all respects as if the invalid or unenforceable matter had been omitted.

1.9. Amendment: Any repeal or modification of the provisions of these Liability & Indemnification provisions shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification and must be approved by 90% of the directors present at a duly noticed meeting with a quorum present. In the event of any amendment of the Georgia Code to authorize the further elimination or limitation of liability of directors, then the liability of a director of the corporation shall be limited to the fullest extent permitted by the amended Georgia Code, in addition to the limitation on personal liability provided herein.

Article XVII: Non-Discrimination Statement

Calvary Christian 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 students at the School. It does not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other school-administered programs. As a Christian educational institution, Calvary Christian School reserves the right to uphold biblical principles in its policies, employment practices, and expectations for student behavior, in alignment with its statement of faith and mission.

SECRETARY'S CERTIFICATE

IN WITNESS WHEREOF, the undersigned does hereby attest under his hand and seal that the foregoing Bylaws were duly adopted by action of the Board of Directors of the corporation, all effective as of February __, 2025, and constitute the current governing bylaws of the corporation, with all amendments thereto.

Amanda Collier, Secretary
Calvary Christian School of Columbus, Georgia,
Inc.

APPENDIX 1

STATEMENT OF FAITH

Statement of Faith

The Holy Bible is the inspired, inerrant Word of God and is the basis for any statement of faith. The church subscribes to the doctrinal statement of “The Baptist Faith and Message” as adopted by the Southern Baptist Convention in 2000. We band ourselves together as a body of baptized believers in Jesus Christ, personally committed to sharing the good news of salvation to lost mankind. The ordinances of the church are baptism and the Lord’s Supper. All church employees and members are expected to support the statement of faith.

The statement of faith does not exhaustively describe the extent of our beliefs. The Bible itself, as the inspired and infallible Word of God that speaks with final authority concerning truth, morality, and the proper conduct of mankind, is the sole and final source of all that we believe. For purposes of Calvary Baptist Church’s faith, doctrine, practice, policy, and discipline, our elders and deacons are Calvary Baptist Church’s final interpretive authority on the Bible’s application.

The membership of Calvary Baptist Church and her ministries look only to Scripture as our authority on the issues of marriage, gender, and sexuality. The church leaders have implemented policies on these issues, which are reflected in the operating manuals of the church.

Salvation

Salvation involves the redemption of the whole man, and is offered freely to all who accept Jesus Christ as Lord and Savior, who by His own blood obtained eternal redemption for the believer. In its broadest sense, salvation includes regeneration, justification, sanctification, and glorification. There is no salvation apart from personal faith in Jesus Christ as Lord.

Baptism

Christian baptism is the immersion of a believer in water in the name of the Father, the Son, and the Holy Spirit. It is an act of obedience symbolizing the believer's faith in a crucified, buried, and risen Savior, the believer's death to sin, the burial of the old life, and the resurrection to walk in newness of life in Christ Jesus. It is a testimony to his or her faith in the final resurrection of the dead. Being

a church ordinance, it is prerequisite to the privileges of church membership and to the Lord's Supper.

Baptism shall be administered by an elder or person whom the lead pastor shall authorize. Designated members shall assist in the preparation for and observance of baptism, which shall be administered as an act of worship in a gathering of believers.

Lord's Supper

The Lord's Supper is a symbolic act of obedience whereby members of the Church, through partaking of bread and fruit of the vine, commemorate the death of Jesus Christ and anticipate his second coming. The Lord's Supper shall be observed periodically throughout the church year.

APPENDIX 2

CONFIDENTIALITY STATEMENT

This Confidentiality Agreement (“Agreement”) is made and entered into by and between Calvary Christian School (“CCS”) and the undersigned Board or Committee Member (“Member”), in recognition of the Member’s duty to maintain confidentiality in accordance with the bylaws and policies of CCS.

1. Purpose

The purpose of this Agreement is to ensure that all Board and Committee Members understand their responsibility to protect confidential and sensitive information they may access while serving on a CCS committee. This Agreement aligns with the bylaws of CCS, which require that committee members maintain the highest level of integrity and respect the privacy of school matters.

2. Definition of Confidential Information

Confidential Information includes, but is not limited to:

- Student records, disciplinary actions, academic performance, and personal information.
- Employee records, performance evaluations, salary information, and disciplinary matters.
- Financial reports, budgets, and other financial data.
- Strategic plans, operational strategies, and internal policies.
- Discussions, deliberations, and recommendations made during committee meetings.
- Any information that, if disclosed, could negatively impact CCS, its students, staff, or affiliated entities.

3. Obligations of Committee Members

By signing this Agreement, the Member agrees to the following:

- To maintain the confidentiality of all information obtained through their committee role.
- Not to disclose, share, or discuss Confidential Information with any unauthorized person, including individuals outside of CCS, unless required by law.
- To store and handle confidential documents securely and to return or properly dispose of any such materials upon leaving the committee.
- To refrain from using Confidential Information for personal gain or any purpose outside the scope of committee responsibilities.
- To abide by the bylaws and policies of CCS regarding confidentiality and ethical conduct.

4. Reporting Obligations

If a Member becomes aware of any unauthorized disclosure or breach of Confidential Information, they must immediately report it to the CCS School Board.

5. Term and Survival

This Agreement remains in effect for the duration of the Member's service on the committee and continues beyond their departure from the committee with respect to any Confidential Information acquired during their tenure.

6. Consequences of Breach

Any violation of this Agreement may result in immediate removal from the committee.

7. Acknowledgment and Signature

By signing below, I acknowledge that I have read and understand this Confidentiality Agreement. I agree to abide by its terms and recognize my duty to uphold the confidentiality of information entrusted to me.

Committee Member Name: _____

Committee Name: _____

Signature: _____

Date: _____

Authorized Representative of CCS

Name: _____

Title: _____

Signature: _____

Date: _____

APPENDIX 3

BOARD MEMBER ANNUAL AGREEMENT

As a member of the Board I will:

- Be committed to my responsibilities as a member of the board, realizing it is a God given ministry and deserves my best attention, preparation, and energies (Col.3: 23). In everything, I shall seek primarily to bring honor and glory to God and to His son, Jesus Christ (I Corinthians 10:31).
- Maintain my fellowship with God by pursuing a growing personal relationship with Jesus Christ and consistent fellowship with believers in a local church.
- Pray regularly for the school and its board, employees, students, and volunteers.
- Govern my relationships and duties as a member of the board by the principle of love and respect for one another (I Corinthians 13, I John. 3:11).
- Fulfill my responsibilities with honesty and integrity, respecting the confidentiality of privileged information.
- Focus my efforts on the mission of the school and not on my personal goals or agenda.
- Avoid any conflict of interest or the appearance of impropriety, which could result from my position, and shall not use my board membership for personal gain or publicity.
- Recognize that a board member has no authority as an individual and that decisions can be made only by a majority vote at a board meeting. Take no private action nor make personal promises that might compromise the board or administration.
- Support the majority decisions of the board, maintaining a positive spirit while retaining the right to seek changes in such decisions through ethical and constructive channels.
- Carry out my responsibilities, by not attempting to interfere or direct the daily operation of the school, but along with my fellow board members be sure the school is operated/administered on the basis of sound administrative policies. I recognize that tasks related to the day-to-day operation of the school, -e.g., making judgments about faculty-are not part of my responsibility. Accordingly, seek not to influence or direct individual staff members.
- Direct/refer concerned individuals to the appropriate staff person (Matthew 18 Principle) and I will take an issue to the board chairman ONLY after I am convinced that board or administrative policy has not been followed.
- Encourage and respect the free expression of opinion by my fellow board members and others who may appear before the board.
- Support and protect organization personnel in proper performance of their duties.

Signature: _____

Date: _____