

# HERITAGE CHRISTIAN SCHOOL

## CONSTITUTION



1996-1997  
Amended May, 2010

*"Where Education and Spiritual growth go hand and hand"*

13 North Street, Rindge, NH 03461

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**Bylaws  
Of  
Heritage Christian School**

13 North Street  
Rindge, NH 03461

**ARTICLE 1 – Name and Purpose**

**1.01—NAME**

This corporation shall be known as Heritage Christian School.

**1.02—PURPOSE**

This corporation is organized exclusively for charitable, religious, and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law), including, but not limited to, for such purposes, the establishing and maintaining of religious worship, schools, chapels, local television stations, print shops, daycare centers, and camps; the evangelizing of the unsaved by the proclaiming of the Gospel of the Lord Jesus Christ; the educating of believers in a manner consistent with the requirements of Holy Scripture, in schools of Christian education; and the maintaining of missionary activities in the United States and any foreign country

**1.03—BIBLICAL STANDARDS**

We believe that the following Biblical Standards are the only guideline for all we do and believe. The following statements of our faith are non-negotiable being based upon the Holy Scriptures.

- (1) **The Holy Scriptures.** We believe the Holy Scriptures of the Old and New Testament to be the verbally and plenary inspired Word of God. The Scriptures are inerrant, infallible and God-breathed and, therefore, are the final authority for faith and life. The sixty-six books of the Old and New Testament are the complete and divine revelation of God to Man. The Scriptures shall be interpreted according to their normal grammatical-historical meaning (2 Tim. 3:16-17; 2 Pet. 1:20-21) . The New King James Version of the Bible shall be the official translation used by Heritage Christian School.
  
- (2) **Salvation.** We believe that salvation is the gift of God brought to man by grace and received by personal faith in the Lord Jesus Christ, Whose precious blood was shed on Calvary for the forgiveness of all our sins. (John 1:12; Eph. 1:7; 2:8-10; 1 Pet. 1:18-19; Matt. 12:31-32; 1 John 1:9)

- (3) **The Assurance of Believers.** We believe that it is the privilege of believers to rejoice in the assurance of their salvation through the testimony of God's Word, which, however, clearly forbids the use of Christian liberty as an occasion to the flesh. (Rom. 13:13-14; Gal. 5:13; Titus 2:11-15).
- (4) **Human Sexuality.** We believe that God has commanded that no intimate sexual activity be engaged in outside of a marriage between a man and a woman. We believe that any form of homosexuality, lesbianism, bisexuality, bestiality, incest, fornication, adultery, and pornography are sinful perversions of God's gift of sex. We believe that God disapproves of and forbids any attempt to alter one's gender by surgery or appearance. (Gen. 2:24; Gen. 19:5, 13; Gen. 26:8-9; Lev. 18:1-30; Rom. 1: 26-29; 1 Cor. 5:1; 6:9; 1 Thess. 4:1-8; Heb. 13:4) We believe that the only legitimate marriage is the joining of one man and one woman. (Gen. 2:24; Rom. 7:2; 1 Cor. 7:10; Eph.5:22-23)
- (5) **Abortion.** We believe that human life begins at conception and that the unborn child is a living human being. Abortion constitutes the unjustified, unexcused taking of unborn human life. Abortion is murder. We reject any teaching that abortions of pregnancies due to rape, incest, birth defects, gender selection, birth or population control, or the physical or mental well being of the mother are acceptable. (Job 3:16; Ps. 51:5; 139:14-16; Isa. 44:24; 49:1, 5; Jer. 1:5; 20:15-18; Luke 1:44)
- (6) **Euthanasia.** We believe that the direct taking of an innocent human life is a moral evil, regardless of the intention. Life is a gift of God and must be respected from conception until natural death. Thus we believe that an act or omission which, of itself or by intention, causes death in order to eliminate suffering constitutes a murder contrary to the will of God. At the same time discontinuing medical procedures that are extraordinary or disproportionate to the expected outcome can be a legitimate refusal of over-zealous treatment. (Ex. 20:13, 23:7; Matt. 5:21; Acts 17:28)
- (7) **Love.** We believe that we should demonstrate love for others, not only toward fellow believers, but also toward unbelievers and those who oppose us. We are to deal with those who oppose us graciously, gently, patiently, and humbly. God forbids the stirring up of strife, the taking of revenge, or the threat or the use of violence as a means of resolving personal conflict or obtaining personal justice. Although God commands us to abhor sinful actions, we are to love and pray for any person who engages in such sinful actions. (Lev. 19:18; Matt. 5:44-48; Luke 6:31; John 13:34-35; Rom. 12:9-10; 17-21; 13:8-10; Phil. 2:2-4; 2 Tim. 2:24-26; Titus 3:2; 1 John 3:17-18)

## **ARTICLE 2 - Meetings**

- 2.01** Meetings of the Board of Directors shall be held at Heritage Christian School, or at a nearby facility so designated by the Board of Directors. All meetings are to be moderated by the President of the Corporation and conducted in an orderly manner, as determined by the President.
- 2.02** The annual fall business meeting of the Board of Directors shall be held at such time and place as the Board of Directors shall determine. Directors shall be elected and reports of the affairs of the Corporation shall be considered. A second non voting spring informational meeting may be held if so desired by the board of directors.
- 2.03** On request in writing to the President or Secretary, sent by regular mail, facsimile, electronic mail or delivered to the officer in person, by any officer or any two Directors, the Secretary of the Corporation shall give notice of the meeting to the Directors not less than one (1) week prior to the meeting. Nothing contained in this section shall be construed as limiting, fixing, or affecting the time or date when a meeting called by action of the Board of Directors may be held.
- 2.04** Special emergency meetings of the Board of Directors may be called at any time by any two (2) Directors. At least a one day notice as to the time, place and purpose must be given to each board member by regular mail, facsimile, or electronic mail. A quorum (Article 2.06) of board members must be present to conduct a meeting.
- 2.05** A special meeting of the Heritage Christian School also may be called by a written request of a two thirds majority of the school membership of eligible voting parents. The request must state the reason for the meeting and must be signed by a two thirds majority of voting members. The special meeting shall be held within one month of the notice during normal evening hours starting no later than 7:00 pm, Monday through Friday.
- 2.06** A quorum for meetings shall consist of a majority of the Directors. If a quorum is not attained, then those present may adjourn the meeting to a new date duly noticed to all Directors for not more than ten (10) days thereafter, and at that later-noticed meeting a quorum shall consist of those Directors then present.
- 2.07** A Director may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence in person at a meeting.

- 2.08** Any action required by law to be taken at any of the Board of Directors or any action which may 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 to be taken, signed by all of the Directors is filed in the minutes of the proceedings of the Board of Directors.
- 2.09** At every meeting of the Directors, the President, or, in his absence, the officer designated by the President, or, in the absence of a designation, the person (who shall be one of the officers, if any is present) chosen by a majority of the Directors present shall act as Chair. The Secretary shall act as Secretary of all meetings. In the absence of the Secretary, the Chair may appoint another person to act as Secretary of the meetings.
- 2.10** All meetings shall be opened and closed with prayer for divine guidance and blessing.
- 2.11** The Chair shall determine the rules of procedure according to his sense of fairness and common sense, giving all members a reasonable opportunity to be heard on a matter. The Chair is the final authority on questions of procedure, and his decision is final and controlling. The following order should be followed at regular monthly board meetings
1. Devotions & prayer
  2. Reading of minutes
  3. Report of officers or School Administrator
  4. Adjournment
  5. Benediction
- 2.12** For any meeting under this article, the Chair, in his sole discretion, shall have full and unilateral authority to order the immediate removal of any member or other person present who is deemed by the Chair to be disruptive to the proceedings by act or presence. If the Chair determines that compliance with his order of removal is unsatisfactory, the Chair may, in his sole discretion, revoke the disruptive person's right to remain on the premises in accordance with Section 3.03(C) and treat the person as a trespasser.
- 2.13** The fiscal year of the corporation shall begin August 1st and end July 31st.

### **ARTICLE 3 – Membership and Directors**

- 3.01** The Directors shall be elected at each annual meeting (Article 2.02). A voting member at the annual meeting must currently have a child enrolled in the school, be a teacher, administrator or be a current director. A director may be nominated from the school membership of parents or from the local Evangelical Christian community and voted in as a director by a majority ballot vote of the current school parent members present at the Annual Meeting. Interim appointments shall be ratified by a membership vote at the annual meeting or the next special meeting. Each Director shall hold office until the next annual meeting and until his successor is elected, or until his earlier resignation, removal from office, or death.

- 3.02** The affairs of the Corporation shall be conducted, and all corporate authority shall be exercised, by or under the authority of the Board of Directors, unless the Articles of Incorporation of the Corporation or these bylaws require otherwise.
- 3.03** The number of Directors of the Corporation shall be determined by this document as not to be less than three, nor more than seven members.
- 3.04** Directors shall serve for a three year term and may be re-elected for a second three year term. They must then wait out for one year before being re-nominated. The elections shall be staggered for (3) three year terms, (2) two year terms and (1) one year term. These allowed for up to (7) directors with continuity of purpose and function. A director may serve two consecutive terms then must step down for one year before being allowed to be elected for any vacancy.
- 3.05** Vacancies on the Board of Directors shall exist in the case of any of the following events: (a) the death, or resignation, of any Director; (b) the failure of the Directors to elect the full authorized number of Directors at any annual, regular, or special meeting; or (c) an increase in the number of Directors.
- 3.06** Any vacancy occurring in the Board of Directors shall be filled when a nominee is elected by vote of a majority of the remaining members of the Board, though less than a quorum. Each person so elected shall be a Director until his or her successor is elected at the next annual meeting.
- 3.07** The Board of Directors shall, by the affirmative vote of a majority of the Directors then in office, have authority to establish reasonable compensation of all employees of the Corporation for services to or on behalf of the Corporation.
- 3.08** No Director shall receive compensation for services to the Corporation as a Director but the Board of Directors shall have the authority to reimburse the Directors for travel expenses incurred directly as a result of attending a meeting of the Board of Directors or for the conducting other business of the Corporation..
- 3.09** Each director, officer and employee shall provide written assent to the Biblical Standards as set forth in Article 1.03 prior to assuming his or her duties.
- 3.10** Every part time, fulltime and school volunteer shall provide written assent to the Biblical Standards as set forth in Article 1.03 prior to assuming his or her duties.
- 3.11** The Administrator or Principal of the school is a non-voting director of the corporation.

## ARTICLE 4 – Officers and Employees

- 4.01** The officers of the Corporation shall be President, Secretary, and Treasurer. The Treasurer may hold two or more offices. No officer shall execute, acknowledge or verify any instrument in more than one capacity, if such instrument is required to be executed, acknowledged, or verified by two or more officers.
- 4.02** The officers of the Corporation shall be chosen by the Board of Directors, and each shall hold office until his or her resignation, removal, disqualification, death, or until his or her successor shall be elected and qualified.
- 4.03** Each officer elected by the Board shall hold office until a successor has been elected and qualified or until their removal or resignation of the officer. Any officer may be removed by the Board having been given a written explanation and endorsed by a majority vote of the Board of Directors.
- 4.04** If the office of the President, Vice President, Secretary, or Treasurer becomes vacant, the Board of Directors shall elect a successor to the office. If there are four or more directors, a Vice-President may be elected.
- 4.05** The President shall be the Chairman of the Board of Directors, and have general supervision, direction, and control of the affairs and officers of the Corporation; have the general powers and duties of management usually vested in the office of President; and have all other powers and duties as may be prescribed by the Board of Directors or these bylaws. Within this authority and in the course of his or her duties, the President shall:
- (a) Preside at all meetings of the Directors and be *ex officio* a member of all standing committees of the Corporation.
  - (b) When need arises or is required by law, to execute, in the name of the Corporation, deeds, conveyances, leases, bills of exchange, warrants, promissory notes, bonds, debentures and other such papers and instruments a vote must be taken from the membership of the school with a two-thirds voting majority by ballot, to permit the Board of Directors to proceed in a special meeting. Otherwise the directors will make contracts, purchases and payments as the ordinary conduct of the Corporation's affairs may require.
  - (c) Appoint and remove, employ and discharge, and prescribe the duties and fix the compensation of all agents and employees other than the duly appointed officers. Control of all officers, agents and employees is subject to the direction of the Board of Directors.
  - (d) The President, with the approval of the Board of Directors, shall appoint legal counsel if needed for the Corporation if. All legal matters, including, without limitation, matters involving interpretation of federal and state law, local ordinances, and tax questions, shall be promptly referred to such counsel for opinion and advice. All amendments to the Articles of Incorporation and these bylaws shall be submitted to legal counsel for review before their adoption.
  - (e) The corporation shall not employ people who are gay, homosexual, lesbian, transgender, or who have been convicted of child abuse or sexual crimes.

**4.06** The Vice President, in the absence or disability of the President, shall perform all the duties of the President, and when so acting shall have all the powers of the President. The Vice President shall have all other powers and perform all other duties as from time to time may be prescribed for him by the Board of Directors or these bylaws.

**4.07** The Secretary shall:

- (a) Be custodian of all the records.
- (b) See that the books, reports, statements, certificates, and all other documents and records required by law are properly kept and filed.
- (c) Certify and keep the original bylaws or a copy, including all amendments or alterations.
- (d) Keep at the place where the bylaws, or a copy are kept, a record of the proceedings of meetings of the Directors, with the time and place of holding, the notice of meeting given, the names of those present at the meetings, whether regular or special, and, if special, how authorized.
- (e) Sign, certify, or attest documents as may be required by law.
- (f) See that all notices are duly given in accordance with the provisions of these bylaws. In case of the absence or disability of the Secretary, or his or her refusal or neglect to act, notice of vacancy may be given and served by the President. The Board of Directors shall elect a new Secretary at the next regular meeting.
- (g) Exhibit at all reasonable times to proper persons on terms provided by law on proper application, the bylaws, and minutes of proceedings of the Directors.
- (h) In general, perform all duties incident to the office of Secretary, and any other duties as from time to time may be assigned to him or her by the Board of Directors.
- (i) In case of absence or disability of the Secretary or his or her refusal or neglect to act, any person authorized by the President or Vice President, if any, or by the Board of Directors, may perform the functions of the Secretary.

**4.08** The Treasurer shall:

- (a) Have charge and custody of, and be responsible for, all funds of the Corporation, and deposit all funds in the name of the Corporation in banks, trust companies, or other depositories as shall be selected by the Board of Directors. The treasurer as directed by the Board of Directors may delegate the above duties to other directors or employees of the corporation. The treasurer must also oversee the accounting functions and funds of the school.
- (b) Receive, and give receipt for all contributions, gifts, and donations to the Corporation from any source whatever.
- (c) Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for the disbursements.
- (d) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions including account of its assets, liabilities, receipts, disbursements, gains, losses, and capital.



- (e) Exhibit at all reasonable times the books of account and records of the Corporation to any Director, or to proper persons on terms as are provided by law, on proper application during office hours at the office of the Corporation where the books and records are kept.
- (f) When and as requested, render to the President and Directors accounts of all his transactions as Treasurer and of the financial condition of the Corporation.
- (g) In general, perform all the duties incident to the office of Treasurer and all other duties as from time to time may be assigned to him or her by the Board of Directors.

**4.09** In case of absence or disability of the Treasurer or his or her refusal or neglect to act, any person authorized by the President or Vice President, if any, or by the Board of Directors may perform the functions of the Treasurer.

## **ARTICLE 5 - Indemnification**

- 5.01** 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 completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, including all appeals (other than an action by or in the right of the Corporation) by reason of the fact that the person is or was a Director, officer, employee, or agent of the Corporation, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit, or proceeding; and of that person acted in good faith and in a manner he 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 conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on 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 that he 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 or her conduct was unlawful.
- 5.02** To the extent that a Director, officer, employee, or agent has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in this Article, or in defense of any claim, issue, or matter in that action, suit, or proceeding, he or she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the action, suit, or proceeding.
- 5.03** Unless ordered by a court, any indemnification made under this Article, shall be made by the Corporation only as authorized in the specific case on a determination that indemnification of the Director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in this Article. The determination shall be made (a) by a majority vote of Directors who were not and are not parties to or threatened with the action, suit, or proceeding; or (b) if a majority vote of disinterested Directors so directs, by independent legal counsel (compensated by the Corporation) in a written opinion.

- 5.04** Expenses of each person seeking indemnification under this Article, may be paid by the Corporation as they are incurred, in advance of the final disposition of the action, suit, or proceeding, as authorized by the Board or Directors in the specific case, on receipt of an undertaking by or on behalf of the Director, officer, employee, or agent to repay the amount if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation.
- 5.05** The indemnification provided by this Article shall not be deemed exclusive of, and shall be in addition to, any other rights to which those seeking indemnification may be entitled as a matter of law or under the Articles of Incorporation, these bylaws, any agreement, vote of shareholders, and insurance purchased by the Corporation, or otherwise, both as to action in his official capacity and as to action in another capacity while holding that office, and shall 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 that person.
- 5.06** The Corporation shall purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation against any liability asserted against him and incurred by him in that capacity, or arising out of his status in that capacity, whether or not the Corporation would have the power to indemnify him against liability under the provisions of this Article.

## **ARTICLE 6 – Binding Arbitration**

- 6.01** Believing that lawsuits between believers are prohibited by Scripture, all directors, officers, agents, and employees of this corporation agree to submit to binding arbitration any matters which cannot otherwise be resolved, and expressly waive any and all rights in law and equity to bringing any civil disagreement before a court of law, except that judgment upon the award rendered by the arbitrator may be entered in any court having jurisdiction thereof.
- 6.02** In the event of any dispute, claim, question, or disagreement arising out of or relating to these bylaws or any other corporate matter, the parties shall use their best efforts to settle such disputes, claims, questions, or disagreement as befits Christians. To this effect, they shall consult and negotiate with each other in good faith and, recognizing their mutual interests not to disgrace the name of Christ, seek to reach a just and equitable solution. If they do not reach such solution within a period of sixty (60) days, then upon notice by either party to the other, disputes, claims, questions, or differences shall be finally settled by arbitration as described in section 6.01, above, and such Procedures for Arbitration as are adopted pursuant to Section 6.03, below.
- 6.03** The Procedures for Arbitration shall be as adopted by the board of directors.

## **ARTICLE 7 - Limitation of Actions**

- 7.01** No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of its exempt purposes.
- 7.02** No substantial part of the activities of the Corporation shall be carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- 7.03** Notwithstanding any other provisions of the Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization 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 an organization, 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 State Internal Revenue Law).
- 7.04** Upon the dissolution of the Corporation, the Directors shall, after paying or making provision for payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Directors shall determine.
- (a) The school property shall be offered first for six months after dissolution to another Christian school at 20% less than the assessed property value.
  - (b) If no school is available within six month to purchase the property, it shall be offered for three months to local Christian churches at 15% less than the assessed property value.
  - (c) If the school is not purchased within the above nine month period, it may be sold to a charitable, non-profit 501(c)(3) organization for 10% less than the assessed property value. The statement of faith in Article 1 section 1.03 must be agreed to and followed by any of the above organizations seeking to purchase the school property at reduced rates.

- (d) Any sale to one of the above organizations must include the following provision: The purchasing party or parties must agree to our Biblical Standards outlined at the beginning of this document and must uphold and practice the same standards. If there is no purchase under the above agreement, then the property may be marketed without stipulation and all proceeds will go the organizations as specified under Article 7.04 and determined by the Board of Directors.

- 7.05 The Corporation shall not discriminate against directors, employees, applicants, students, and others on the basis of race, color, or national or ethnic origin. The Corporation shall admit students of any race, color, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students and shall be racially nondiscriminatory in the administration of all of its policies and programs.

### **ARTICLE 8 – Designated Contributions**

- 8.01 From time to time the corporation, in the exercise of its religious, educational, and charitable purposes, may establish various funds to accomplish specific goals. Contributors may suggest uses for their contributions, but all suggestions shall be deemed advisory rather than mandatory in nature. All contributions made to specific funds or otherwise designated shall remain subject to the exclusive control and discretion of the board of directors. No fiduciary obligation shall be created by any designated contribution made to the corporation other than to use the contribution for the general furtherance of any of the purposes stated in Section 1.02.

### **ARTICLE 9 - Amendments**

These bylaws may be amended and new bylaws adopted at a special meeting of the membership or at the Annual Business Meeting by a majority vote of those present, a quorum of Directors being present.

THE UNDERSIGNED DIRECTORS OF HERITAGE CHRISTIAN SCHOOL, BY A UNANIMOUS VOTE, HAVE ADOPTED THE FOREGOING BYLAWS TO BE RATIFIED AT THE NEXT ANNUAL OR SPECIAL MEETING.