



**BYLAWS of Wilmington Christian School**

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## **Article One: Name**

The name by which this school shall be known is Wilmington Christian School (hereinafter referred to as the “school” or “WCS”). WCS is a duly incorporated 501(c)(3) non-profit religious educational entity, with Articles of Incorporation on file with the State of Delaware.

## **Article Two: Purpose**

Wilmington Christian School exists for the sole purpose of supporting parents in the education of their children according to scriptural principles and the school’s vision, mission, core values, and Statement of Faith. The government of WCS is autonomous and independent, and while the school is not under the authority of any ecclesiastical body or church, it operates as a distinct religious educational entity.

### **Section One: Vision**

Wilmington Christian School provides a distinctively Christian, innovative education that effectively develops Godly influencers who are well prepared for life after high school and who impact the culture for Christ.

### **Section Two: Mission**

Building on the foundation of Scriptural truth, we teach students to grow in Christian character, to excel in academic proficiency, and to foster mentoring relationships.

### **Section Three: Core Values**

**Biblical Worldview** - We believe that to flourish as humans made in the image of God, individuals must perceive and interact with all of His creation through the lens of Scripture. Doing so reflects a commitment to the Lordship of Christ and demonstrates the nature, character, and works of God to the community and to the world.

**Exemplary Academics** - We are committed to providing the highest quality academic program available, in which students’ God-given design is matched with exceptional learning experiences in and out of the classroom. Great teaching which maximizes learning includes: engaging lessons, challenging courses, intentional mentoring, and a highly individualized approach to learning which honors each student’s unique gifts and potential.

**Cultural Influence** - We want our students to become Godly influencers, having a positive and restorative impact on the culture. We believe that the foundational elements for creating and cultivating this kind of influence are Christ-like

character, vocational proficiency, and the ability to develop meaningful relationships with others.

**Grace-based Community** - We believe a Christian school community must be marked by honest, engaging relationships and a clear understanding of mutual commitments and responsibilities. In situations when an individual fails to live, learn, and serve in alignment with community values and expectations, we extend grace with love, which means to provide: significant support for success; appropriate discipline and accountability; and a merciful posture towards one another.

### **Article Three: Statement of Faith**

WCS's Statement of Faith reflects commitment to the key theological truths (orthodoxy) and life application (orthopraxy) of a Biblical worldview. Possessing a Biblical worldview involves relating with God, others, and His creation in ways that are faithful to the historic Evangelical interpretation and application of Scripture.

#### **Section One: The Godhead**

We believe there is one God, sovereign creator of all, eternally existent in three persons-Father, Son, and Holy Spirit, equal in every divine perfection and executing distinct but harmonious offices in the great work of redemption (Genesis 1:1; Matthew 28:19; John 10:30; John 17:5 & 10; Acts 5:3-5; 1 Corinthians 2:10-11; 2 Corinthians 13-14).

#### **Section Two: The Bible**

We believe the Bible to be the inspired, the only infallible, authoritative, inerrant Word of God, the final and sufficient authority for faith, truth, and life (2 Timothy 3:16; 2 Peter 1:21).

#### **Section Three: The Deity and Person of Christ**

We believe in the deity of Christ (John 1:1-2; John 10:33; Hebrews 1:8; 1 John 5:20), His virgin birth (Isaiah 7:14; Matthew 1:23; Luke 1:35); His sinless life (Hebrews 4: 15, 7:26); His miracles (John 2:11); His vicarious and atoning death (1 Corinthians 15:3; Ephesians 1:7; Hebrews 2:9); His bodily Resurrection (John 11:25; 1 Corinthians 15:4); His Ascension to the right hand of God (Mark 16:19); His personal return in power and glory (Acts 1:11; Revelation 19:11).

#### **Section Four: Regeneration, Justification, and Salvation**

We believe in the absolute necessity of regeneration by the Holy Spirit in salvation because of the exceeding sinfulness of human nature, and that men are justified on the single ground of faith in the shed blood of Christ, and that only by God's grace and

through faith alone are we saved (John 3:16–19, 5:24; Romans 3:21-26, 5:8–9; Ephesians 2:8–10; Titus 3:5).

### **Section Five: The Holy Spirit**

We believe in the present ministry of the Holy Spirit by whose indwelling the Christian is enabled to grow in godliness (Romans 8:13–14; 1 Corinthians 3:16, 6:19–20; Galatians 5:22-24; Ephesians 4:30, 5:18).

### **Section Six: The Resurrection**

We believe in the resurrection of both the saved and the lost; they that are saved unto the resurrection of life, and they that are lost unto the resurrection of condemnation (John 5:28–29).

### **Section Seven: The Church**

We believe in the spiritual unity of believers in our Lord Jesus Christ as evidenced in the local body of Christ; the church (Romans 8:9; 1 Corinthians 12:12–13; Galatians 3:26–28; Hebrews 10:22-25).

### **Section Eight: The Nature of Humanity**

We believe that God created all human life, in all its conditions and stages from conception through natural death, in his image, having inherent value, dignity, and equality before him. We believe that God’s good design was the creation of two distinct, equal, and complementary sexes, male and female, a distinction embedded in the very biology of the human race, not in one’s self-perception (Genesis 1:26-28; Psalm 139:13-14; Matthew 19:4; Mark 10:6; Galatians. 3:28).

### **Section Nine: The Sanctity of Marriage**

We believe that the term *marriage* has only one meaning: the uniting of one man and one woman in a single, exclusive union, as delineated in Scripture (Genesis 2:18–25; Matthew 19:4). We believe that God intends sexual intimacy to occur only between a man and a woman who are married to each other (1 Corinthians 6:18; 7:2–5; Hebrews 13:4). We believe that God's command is that there be no sexual intimacy outside of or apart from marriage between a man and a woman.

## **Article Four: Corporate Membership**

Membership in the corporation is limited to individuals who are 1) parents or guardians of current students and who have endorsed the school’s Statement of Faith in the application or enrollment process, 2) current employees, or 3) current members of the Board of Directors. The membership roster shall be updated by the headmaster after the close of the fiscal year and throughout the year as needed.

Corporate members have the right to vote to elect directors, as per Article Eight of these Bylaws.

### **Article Five: Spiritual Qualifications for Employees**

To carry out the school's religious/educational mission, WCS employs like-minded people who through their speech, conduct, and ministry to students will further the school's religious purpose and beliefs. As such, all employees of the school must possess the following minimum spiritual qualifications:

1. Be a born-again, evangelical Christian and exhibit vibrant spiritual growth.
2. Be actively involved in a local evangelical church whose statement of faith is in alignment with and is not in conflict with the WCS Statement of Faith.
3. Subscribe in writing to the WCS Code of Conduct for Employees.
4. Consider oneself as a called minister of Christian education, playing a significant role in:
  - a. Conveying the gospel message,
  - b. Fulfilling the Great Commission,
  - c. Representing Jesus Christ throughout the local Evangelical community,
  - d. Serving according to the school's philosophy of Christian education and religious mission, and,
  - e. Educating and forming students in the development of Christian faith and a Biblical worldview.

### **Article Six: Non-Discrimination Policies**

#### **Section One: Students**

Wilmington 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.

#### **Section Two: Employees**

WCS does not discriminate in employment or in the terms and conditions of employment on the basis of an individual's biological sex, race, color, national or ethnic origin, age, or disability in the application of any policy, practice, rule, or

regulation. As a nonprofit religious entity, however WCS uses religion as a criterion in employment.

WCS is a religious educational institution in the historic evangelical Christian faith tradition. As such, it requires that all applicants for employment and at least one parent or legal guardian of all applicants for admission agree without reservation to the Statement of Faith as outlined in Article Three above.

## **Article Seven: Capital**

### **Section 1: Nature of Corporation**

This Corporation shall be operated as a cooperative, non-profit religious educational organization without capital stock.

The Corporation is not organized for pecuniary profit of any type and does not have any power to issue certificates of stock or declare dividends. No part of its net earnings shall inure to the profit of a member, officer, director, or individual connected therewith. Nothing contained here, however, shall preclude the payment of reasonable compensation by way of wages and salaries to bona fide employees of this corporation for services rendered or for goods and material supplied or for reimbursement of expenses incurred by anyone for the benefit of this corporation when approved by its board or by its constituted office.

### **Section 2: Debt**

The corporation may borrow money for carrying out the purposes of the corporation as stated in the Certificate of Incorporation. The Board of Directors is responsible for establishing lines of credit and making financial obligations of debt for the corporation. It will also make decisions regarding the early retirement of long-term obligations. The Finance Committee will report to the Board of Directors all draws against the line of credit and any refinancing activities performed in accordance with board policies.

### **Section 3: Investments**

The board shall approve policies regarding the corporation's investment activities and the usage of invested funds. Such policies shall be outlined in the Board Policy Manual, and the board may delegate specific fiduciary responsibilities to an investment manager.

When feasible, the corporation's investment decisions shall be in alignment with the Biblical values of the corporation.

### **Section 4: Acquisitions and Mergers**

The board is empowered to acquire or merge with other entities, providing any such acquisitions or mergers furthers the purpose of the school as articulated in these bylaws.

## **Section 5: Dissolution**

The corporation may be dissolved by three-fourths vote of the board, providing the resolution to dissolve the corporation has been read at the immediately preceding two consecutive board meetings and written notice of the vote for dissolution has been provided to all directors at least two weeks prior to the meeting. In the event of dissolution, the process of satisfying obligations and liquidating assets is articulated in the Articles of Incorporation.

## **Article Eight: The Board of Directors**

### **Section One: Purpose**

The primary purpose of the WCS Board of Directors (herein after, “Board of Directors” or “board”) is to *guard the trust*, which means to exercise godly governance in such a way that the school maintains beliefs, vision, mission, values, and intended student outcomes which are consistent with these bylaws and the Statement of Faith.

### **Section Two: Responsibilities**

As the entity responsible to govern the school, the WCS board is empowered and accountable to:

1. Ensure that WCS is governed biblically and in accordance with the Articles of Incorporation, these Bylaws, and the Board Policy Manual.
2. Create and maintain a Board Policy Manual to establish policies and procedures which define how the board will carry out its duties.
3. Approve the annual budget, including setting the annual tuition rate and fees for students, and ensure that the school is operating according to the approved budget.
4. Create a job description for the chief administrator of the school (the “headmaster”) and hire and remove the headmaster, as necessary and appropriate. The headmaster is responsible to provide all aspects of day-to-day leadership of the school; to work with the board in strategic initiatives; and to oversee the hiring, evaluation, and termination of all other employees.

In the event of permanent incapacity of the headmaster or a vacancy in the position, the board is empowered to appoint an interim headmaster who will function with the full prerogatives and responsibilities of the headmaster until such time as the board hires a new permanent headmaster.

5. Annually set the salary for the headmaster, effective to coincide with the fiscal year.
6. Evaluate the performance of the headmaster, in terms of consistency with the headmaster job description, the Board Policy Manual, and any strategic plans adopted by the board.

7. Approve the nomination of candidates for membership on the Board of Directors.
8. Evaluate its own performance in terms of consistency with these bylaws and the Board Policy Manual.
9. Approve the sale or purchase of any real estate.
10. Serve as the final arbiter for employee, volunteer, student, or family grievances that have been previously handled in the appropriate manner.
11. Other responsibilities as outlined in these bylaws.

### **Section Three: Number of Directors**

There will be at least five, but not more than fifteen, voting directors on the board.

### **Section Four: Qualifications of Directors**

A WCS Director shall:

1. Be a mature, born-again believer in Jesus Christ who is active in a local Evangelical church whose statement of faith is in alignment with and is not in conflict with the Statement of Faith.
2. Be a minimum of 21 years of age.
3. Possess a strong conviction for Christian schooling, as evidenced by active involvement in the life of WCS.
4. Not be an employee of the school.
5. Be willing and able to share influence, time, talent, and treasure to advance the vision and mission of WCS.
6. Be willing and able to participate in ongoing training and evaluation.
7. Enroll all school-aged children in WCS unless the child has needs, defined in the Board Policy Manual, that WCS is unable to meet.
8. Meet other specific qualifications and fulfill the responsibilities as outlined in the WCS director job description.

### **Section Five: Terms of Office**

The term of office for directors is three years, with a maximum of two full three-year terms served consecutively. An individual will be eligible for re- election to the board after 12 months off the board.

The term of office begins on July 1 and ends on June 30 of the following year.

Terms shall be staggered to ensure that approximately one third of the board will be elected each year. To ensure appropriate staggering of terms, at times the board may nominate new directors to an initial term of less than three years.

In unique circumstances, the board may extend the term of a director for up to one year.

### **Section Six: Election of Directors**

The board approves the nomination of directors via majority vote in the May board meeting from among nominees presented to the board by the nominating committee in the April meeting. After nominees are approved by the board, candidates are presented to the current membership of the school via in-person or online voting for a “yes” or “no” vote. Candidates who receive more “yes” votes than “no” votes will be considered elected to the board.

The board may appoint directors to fill unexpired terms of directors due to mid-term vacancies. Such appointments may occur at any regular meeting of the board, and directors appointed in this manner will serve the unexpired term of the departing director.

As necessary, the board may call for a special election of directors at any time throughout the year.

In all cases (appointment or election), nominees must be approved by the board in a meeting subsequent to the meeting in which the nominees are presented to the board for approval.

### **Section Seven: Resignation and Removal**

A director may resign by submitting a letter of resignation to the full board or to the chair of the board.

Removal of a director is a serious matter with the potential to impact the reputation and standing of the individual in the community; thus, it should not be undertaken lightly. Cause for removal may include, but is not limited to: heresy or apostasy; habitual unexcused absence from board meetings; unwillingness or inability to fulfill the requirements of trusteeship; unChristlike conduct or communication; breach of ethics; etc. No director will be removed from office without first being given the opportunity to appear personally before the board to make a case for his or her retention as a director, if retention is desired. Meeting and voting requirements for removal of a director are detailed in Article Nine, Section 10 below.

If a director is absent from four meetings in a fiscal year or three consecutive meetings in a fiscal year, that director shall be considered to have resigned from his or her position.

### **Section Eight: Officers and Duties**

The officers shall be chair, vice-chair, secretary and treasurer.

The board shall annually elect officers by majority vote from among its roster of members, at the first meeting in the new fiscal year. Newly elected directors are not eligible to serve as an officer in the first six months of their term of service.

The term of office shall be for one year, and officers may serve a maximum of three consecutive terms in any one office.

Vacancies of officers may be filled at any time by majority vote of directors at a regular meeting of the board.

Officers who are deemed to be ineffective in fulfilling their responsibilities may be removed from office according to the requirements in Article Nine, Section 10 below.

### **Section Nine: Duties of Officers**

The chair shall perform duties customary to the office, including:

- a. Presiding at all meetings.
- b. Working closely with the headmaster in setting each meeting's agenda.
- c. Ensuring that all prerogatives and functions of the board are fulfilled and that the board functions in accordance with these bylaws and the Board Policy Manual.
- d. Ensuring that the board is regularly evaluated in accordance with these bylaws and the Board Policy Manual.
- e. Ensuring that new directors are adequately oriented to the board and that all directors receive ongoing professional development.

The vice-chair shall assist the chair and perform the duties of the chair in the latter's absence or disability.

The secretary shall perform duties customary to the office, including:

- a. Taking notes at each meeting of the board and ensuring that minutes of each board meeting are distributed to directors in a timely fashion.
- b. Ensuring that historical records of the board are kept secure and confidential.
- c. Ensuring that Board Policy Manual is kept up to date including a regular review of policies, and providing copies of the updated Board Policy Manual, as applicable, to directors.
- d. Tracking the terms of office of each director and officer.

The treasurer shall perform the duties customary to the office, including:

- a. Ensuring that regular financial statements are made available to the directors and being prepared to present reports to the board as requested.
- b. Advising the headmaster in the creation of the annual budget and in other financial matters.
- c. Serving as the chair of the Finance Committee.
- d. Ensuring that an annual financial audit is performed.

## **Section Ten: Meetings**

### Regular meetings of the Board of Directors

- a. The board shall meet regularly, with a minimum of six meetings per year.
- b. No meetings of the board shall be held without the headmaster, except for the meeting to prepare the evaluation of the headmaster. In special circumstances (such as illness or incapacity) the headmaster may authorize a designee from among the WCS administration team to attend a board meeting in his or her stead.
- c. Official meetings may be held in person or virtually (by teleconference or online video or audio meeting), or a combination thereof, if all persons participating can hear each other. Participation in a meeting via such communications equipment shall constitute presence at such meeting. Reasonable allowances will be made to assure that as many directors as possible are able to attend.
- d. The quorum to conduct official business is 51% of directors.
- e. All resolutions must pass by a majority vote except as described below.

### Special Circumstances

- a. Special meetings may be called by the chair or by three board members provided that all directors are notified in writing (print or electronic) of the meeting no less than five days prior to the meeting.
- b. The quorum for meetings wherein directors will vote regarding amendments to the bylaws, the removal of a director, or the dissolution of the corporation is 75% of directors, rounded up to the nearest whole number. Any such meetings must be in-person for as many directors as possible.
- c. The following resolutions require a super-majority, 75% vote:
  - i. Amendments to bylaws.

- ii. Vote to remove a director or officer.
  - iii. Vote to dissolve the corporation.
- b. Resolutions for amendments to the bylaws, a vote to remove a director or an officer, or a vote to dissolve the corporation must have been read aloud at the two previous regular board meetings and written notice of the vote to adopt the resolution must have been provided to all directors at least two weeks prior to the meeting.

### **Section Eleven: Committees**

The only standing committees required by these bylaws are the Nominating Committee and the Finance Committee. The roster for these committees will be established by the board annually as soon as practical after the start of the fiscal year.

#### **Nominating Committee:**

1. The Nominating Committee shall be made up of no less than three directors.
2. The Nominating Committee will recruit, screen, and interview candidates for director, based on the qualifications as articulated in these bylaws.
3. The Nominating Committee will present nominees to the board for a vote.

#### **Finance Committee:**

1. The Finance Committee shall be chaired by the treasurer of the board and will be made up of no less than 3 directors and other non-director members as approved by the board.
2. The Finance Committee shall support the headmaster in the financial management and planning of the school.
3. The Finance Committee shall review the annual audited financial report and arrange for a full report to the board.
4. The Finance Committee shall recommend an annual budget to the board, including making a recommendation concerning the annual tuition rate.
5. The Finance Committee shall review all board financial policies as necessary and make recommendations for changes.
6. The Finance Committee is responsible to oversee the investments of the corporation, and make recommendations concerning the management of the investment portfolio to the board.

The board may establish additional standing or ad hoc committees for purposes necessary to fulfill the business of the board, such as a development committee, a strategic planning committee, etc. Any time a committee is established, a clear charter for the committee

will be articulated and will include specific details concerning the makeup, purpose, deliverables, and duration of the work of the committee. All committees of the board must be chaired by a current director.

## **Article Nine: Miscellaneous Provisions**

### **Section One: Fiscal Year**

The fiscal year for the corporation is from July 1 to June 30 of the following year.

### **Section Two: Accreditation**

WCS shall maintain accreditation with the Association of Christian School International (ACSI), or another Christian accreditation agency. WCS will also maintain accreditation with Middle States Commissions on Elementary and Secondary Schools, or its equivalent, as long as such accreditation does not conflict with the school's religious purposes, policies, and practices.

### **Section Three: Proceedings**

Robert's Rules of Order shall govern all proceedings of the board.

### **Section Four: Written Notice**

In all cases when written notice is required for board business, such notice includes that which is delivered via mail or email. The date of notice is either the date of postmark or the date the email is sent.

### **Section Five: Conflicts of Interest**

Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall:

- a) fully disclose the nature of the interest, and;
- b) withdraw from discussion, lobbying, and voting on the matter.

Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

### **Section Six: Indemnification**

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or

proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

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 under this section shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this section which adversely affects the right of an indemnified person under this section shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This section constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Section which adversely affects the right of an indemnified officer, director, or employee under this section shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

#### **Article Ten: Amendments**

These bylaws may be amended or altered by the Board of Directors according to the requirements of Article 7, Section 10.