



THE BYLAWS
OF
WEST BAY CHRISTIAN
SCHOOL ASSOCIATION

School Verse:
Psalm 36:7

“How priceless is your unfailing love. Both high and low among men find
refuge in the shadow of your wings.”



THE BY-LAWS

of

WEST BAY CHRISTIAN SCHOOL ASSOCIATION, Inc.

Doing business as West Bay Christian Academy

(Revised, May 17, 2021)

I. ARTICLE I – NAME

The name of the Corporation shall be West Bay Christian School Association, Inc., and the name of the school it has established shall be West Bay Christian Academy. West Bay Christian School Association, an approved 501(c)3 organization, will do business as West Bay Christian Academy.

II. ARTICLE II – OBJECT

1. MISSION STATEMENT

The Mission of the West Bay Christian Academy, an independent, interdenominational, coeducational Christian School for pre-school through Grade 8, is to provide its students with an education that is distinctively Christian and academically excellent.

2. PURPOSE

The object of this Corporation shall be to provide its students with an education of high quality, guided by the principles and values revealed in the Bible, God's written Word. The Academy is committed to the historic Christian perspective of life as set forth in the Bible, recognizing God as the Creator of all things, and Jesus Christ as the Son of God and the Savior of all who acknowledge Him as Lord. It holds that the knowledge of God is the beginning of Wisdom, that fellowship with God is the basis of true community, and that each student is uniquely



created by God as a physical, intellectual, social and spiritual being and is endowed with particular talents. The object of this Corporation shall be to provide for all students a quality education that is consistent with Biblical precepts and teachings.

3. CORE VALUES

- a. The Bible is True – We are committed to a historic Christian perspective, integrating our curriculum with a Biblical perspective on truth, and guided by the values of God’s Word.
- b. God is Worthy of Honor – Recognizing God as creator, Jesus Christ as His Son, and seeking to honor God is essential to all that WBCA is and aspires to be.
- c. Christian Character is Distinctive – We believe caring, encouraging, consistent, fair and respectful, personal communication is distinctively Christ-like behavior.
- d. Academic Excellence Honors God – We are committed to providing students with a traditional and diverse educational experience that meets the highest standards of excellence and quality.
- e. Relationships Matter – Fellowship with God and each other (Student-Teacher-Parent-Board); these relationships are essential to the success of WBCA.

4. GOALS

In accordance with its character as a Christian educational institution, West Bay Christian Academy defines its mission in terms of the following goals:

- a. To provide its students with a traditional and diverse educational experience that meets the highest standards of excellence.
- b. To integrate its curriculum at all levels and in all subject areas



- with a Biblical perspective on truth and reality.
- c. To provide opportunities for social and spiritual growth, as well as academic progress.
 - d. To develop personal and caring student-teacher and parent-teacher relationships.
 - e. To encourage parent involvement in the educational experiences of their children.
 - f. To maintain and apply standards of discipline that are consistent, fair and respectful of the dignity of each student, and that aim to contribute to the student's spiritual and social growth.
 - g. To encourage students to come to and grow in a personal commitment to Jesus Christ as their Savior and Lord.

III. ARTICLE III – STATEMENT OF FAITH

1. We believe the Bible to be the inspired, the only infallible, authoritative, inerrant Word of God (2 Timothy 3:16, 2 Peter 1:21).
2. We believe there is one God, eternally existent in three persons - Father, Son, and Holy Spirit (Genesis 1:1, Matthew 28:19, John 10:30).
3. We believe in the deity of Christ (John 10:33), 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 Resurrection (John 11:25, 1 Corinthians 15:4), His ascension to the right hand of God (Mark 16:19), and His personal return in power and glory (Acts 1:11, Revelation 19:11).
4. We believe in the absolute necessity of regeneration by the Holy Spirit for 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 3:23, 5:8-9; Ephesians 2:8-10; Titus 3:5).



5. 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).
6. We believe in the spiritual unity of believers in our Lord Jesus Christ (Romans 8:9, 1 Corinthians 12:12-13, Galatians 3:26-28).
7. We believe in the present ministry of the Holy Spirit by whose indwelling the Christian is enabled to live a godly life (Romans 8:13-14; 1 Corinthians 3:16, 6:19-20; Ephesians 4:30, 5:18).
8. We believe that marriage is the uniting of one man and one woman in an exclusive union; that God intends sexual intimacy to occur only between a man and a woman who are married to each other; and that God wonderfully and immutably created each person as either male or female in conformity with their biological sex and that these two distinct yet complementary genders together reflect the image of God (Genesis 1:26-27; 2:18-25; 1 Corinthians 6:18; 7:2-5; Hebrews 13:4).

IV. ARTICLE IV – MEMBERSHIP

1. Membership types

Membership of the West Bay Christian School Association, Inc. shall consist of two (2) types, church members and individual members.

- a. Church Membership – membership is open to those churches whose Statement of Faith and current teaching is in concert with ARTICLE III of these By-Laws and who are current in their annual dues payment as delineated in Section 3 of this ARTICLE.
- b. Individual membership – membership is open to those individuals who are in agreement with ARTICLE II and Article III of these By-Laws, and who are current in their annual dues payment as delineated in Section 3 of this ARTICLE.



2. Applications for new membership

Membership shall be limited to: 1) those churches whose Pastor or representative have been active in the establishment of this Corporation and which meet the requirements of Section 1 of this ARTICLE and 2) those individuals who demonstrate their affiliation with this Corporation as an alumni, a current or former member of the faculty/staff, administration, parent, or current or former member of the Board of Trustees.

All new membership applications must be completed, received and paid in full (\$10.00) by April 1 of each calendar year prior to the annual association meeting held the first Friday of June. Any new memberships paid after April 1 will be assessed a late fee of \$1.00. Any new members paying after May 1 will be accepted; however, will not receive voting privileges during the annual association meeting.

- a. **Church Membership** – New memberships will be considered upon the receipt of a completed application and signed Statement of Faith by the Board of Trustees. All church membership applications will be reviewed and accepted as an active member if meeting the requirements of Section 1 of this ARTICLE and receiving the approval by $\frac{3}{4}$ of the Board of Trustee members.
- b. **Individual Membership** – New memberships will be considered upon the receipt of a completed application and signed Statement of Faith by the Board of Trustees. All individual membership applications will be reviewed and accepted as an active member if meeting the requirements of Section 1 of this ARTICLE and receiving the approval by $\frac{3}{4}$ of the Board of Trustee members.
- c. **NOTE:** All renewal memberships are required to have their annual dues membership fee paid no later than April 1 of each year to maintain active membership status for the forthcoming fiscal year.

3. Annual Dues

All membership dues are to be paid in full no later than April 1 of each year;



prior to the Annual Meeting to be eligible to vote at that meeting.

- a. **Church Membership Dues** – active status requires an annual payment of two hundred dollars (\$200.00) per year to retain their membership in the Association.
- b. **Individual Membership Dues** – active status requires an annual payment of ten dollars (\$10.00) per year to retain their membership in the Association.

V. **ARTICLE V – MEETINGS**

1. The annual meeting of the Association for the election of Board of Trustee members, the presentation of reports, and the transaction of business shall be held on the first Friday of June at a convenient location within Rhode Island, to be determined by the Board of Trustees.
2. Special meetings of the Association may be requested, in writing to the Board of Trustees, by any officer of the Board of Trustees or any ten (10) active members of the association, upon thirty (30) days written notice to all members of the Association. Upon receipt of a special meeting request, the Board of Trustees will review the request to determine if a meeting shall be held.
3. A quorum for the transaction of business shall be $\frac{3}{4}$ of the individual Association membership.

VI. **ARTICLE VI – PASTOR’S COUNCIL**

1. **Composition**

The Pastors Council may include those pastors who are currently serving local churches in the Rhode Island area, who are individual members of the WBCSA, and who are officially invited to join the Council by a majority vote of the active members of the Council.

2. **Term**

Pastors shall be elected to serve a four-year term on the Pastor’s Council. If the



Pastor, or the appointed designee of the church, is unable to complete the term of office, the Pastor or designee shall submit an official letter of resignation.

3. Responsibilities

The Pastor's Council shall have the responsibility of helping to maintain the spiritual integrity of West Bay Christian Academy by:

- a. Advising and counseling the Board of Trustees on matters of:
 - i. Relationships to governmental bodies
 - ii. Fundraising methods
 - iii. Expansion ideas and plans
 - iv. Maintenance and improvements in the spiritual climate of the school.
- b. Reviewing the qualifications of any new Head of School candidates under consideration and advising the Board of Trustees of possible shortcomings noted in spiritual qualifications.
- c. Assisting the school administration and the Board of Trustees in making the school as beneficial as possible to the students and to the member churches.
- d. Appointing two (2) of its members to serve on the Board of Trustees. Those appointed to the Board of Trustees will be done by a majority vote of the members of the Pastor's Council.

4. Meetings

Regular meetings of the Pastor's Council shall be determined by the members of this council, and additional meetings may be called by the Chairman or Secretary upon ten (10) days' notice.

Minutes from all meetings shall be completed and distributed to its members within 30 days; copy distributed to the Board of Trustees.

5. Officers

The officers of the Pastor's Council shall be Chairman, Vice-Chairman, and Secretary.



The officers shall be elected, by a majority vote of its members, at the first regular meeting convened following the annual Corporation meeting. The officers shall serve for a period of one year or until a successor is elected.

6. Duties of the Officers

a. Chairman

The Chairman shall preside at all regular and any special meetings of the Pastor's Council.

b. Vice-Chairman

The Vice-Chairman shall fulfill the responsibilities of the Chairman when the Chairman is absent or unable to attend to such duties.

c. Secretary

The Secretary shall keep full and distinct minutes of all business transactions and meetings of the Pastor's Council. The Secretary shall keep a list of all members of the Pastor's Council and its officers. The Secretary shall conduct the correspondence of the Pastor's Council, and shall preserve its records, which shall be open for inspection at all proper times to any member of the Pastor's Council and Board of Trustees.

VII. ARTICLE VII – BOARD OF TRUSTEES

1. Composition

The care and management of the property and business affairs of the Corporation, except where otherwise provided by these By-Laws, shall be vested in the Board of Trustees. Members of the Board of Trustees shall be members of the Corporation and persons who adhere without reservation to Article II and III of these By-laws. The Board of Trustees shall consist of eleven (11) members to be elected as follows:

- a. Nine (9) of these shall be elected for four-year terms at the annual



meeting of the Corporation by a 2/3 majority vote of those present and qualified to vote. Their terms of office shall be so staggered that only three (3) terms of office will expire each year. Any vacancy shall be filled, to fulfill the remaining term of office, by a majority vote at the next regularly scheduled Board of Trustees meeting.

- b. To avoid the appearance of a conflict of interest, spouses of faculty or staff members may not serve on the board. An exception may be made if deemed necessary to fill a critical vacancy, if unanimously approved by the BOT.
- c. Two (2) of these shall be pastors of churches that have indicated support for the mission of West Bay Christian Academy. These pastors will be full voting members of the Board who also have particular sensitivity to the spiritual well-being of the school.

2. Resignation

Any member of the Board of Trustees may be considered to have resigned if:

- a. A letter of resignation from such member has been sent to the Board of Trustees Secretary and accepted by the Board of Trustees at the next regularly scheduled meeting.
- b. The member is absent for three consecutive regularly scheduled Board of Director meetings or a total of four within a twelve (12) month period. A regularly scheduled Board of Trustees meeting shall be the regular monthly meeting as scheduled for the year and shall not include any changed or additional meetings.

3. Duties

The Board of Trustees, subject to the restrictions imposed by these By-Laws, shall exercise all the powers of the Corporation and as provided under the provisions of the general laws of the State of Rhode Island and Providence Plantations. This shall include the hiring and firing of all employees and determining the salaries thereof.



In the event of an urgent financial need, determined by the Head of School and the Board of Trustees, for the school's stability, an employee agreement may be terminated during the school year. The care and management of the property and business affairs of the corporation, except where otherwise provided by these By-Laws, shall be vested with the Board of Trustees. It shall have no power to buy or lease real property for the Corporation without specific authority of the membership. It shall, however, have the authority to provide housing for the school and to borrow on short term notes within limits set by the Corporation, and shall have responsibility to raise funding for the school. It shall present a written report at each annual meeting of the Corporation with such recommendations as it may deem advisable.

3. Meetings

Within two (2) weeks after the annual meeting, the Board of Trustees shall meet for electing officers of the Corporation. The officers to be elected are: President, Vice-President, Secretary, and Treasurer (known as the Executive Committee), who shall fulfill the duties hereinafter described until their successors are elected and certified. The Board of Trustees shall set the times and place for regularly scheduled meetings. Special meetings of this Board may be called by the President, Secretary, or by any three (3) members of the Board of Trustees by written notice received by all the Board members at least one week prior to the meeting. Any such meeting of the Board of Trustees shall be a legal meeting if all the members are present or if all waive notice of such meeting.

4. Quorum

A quorum for the transaction of business shall be 3/4 of the board members.



VIII. ARTICLE VIII – DUTIES OF OFFICERS

1. President

The President shall preside at the annual and any special meetings of the Corporation. The President shall preside at all regularly scheduled meetings of the Board of Trustees. The President shall be a member ex-officio of all committees established by the Board of Trustees.

2. Vice-President

The Vice-President shall fulfill the responsibilities of the President when the President is absent or unable to attend to such duties.

3. Secretary

The Secretary shall keep full and distinct minutes of all business transactions of the Corporation and all meetings of the Corporation and of the Board of Trustees. The Secretary shall keep a list of all members of the Corporation, its officers, and Board of Director members. The Secretary shall call meetings as provided by these By-Laws; shall conduct the correspondence of the Corporation, and shall preserve its records, which shall be open for inspection at all proper times to any member of the Corporation.

4. Treasurer

The Treasurer, in cooperation with the head of school, the CFO and the business manager, shall present to the Board of Trustees at its regular meetings and to the annual meeting of the Corporation, a report of the accounts of the funds of the Academy and the operations in comparison to the approved budget. Bonding for those filling this position may be required at the discretion of the Board of Trustees.

IX. ARTICLE IX – COMMITTEES

All standing committees may be appointed by the Board of Trustees as needed. All



members of such committees shall be members of the Corporation. All committees so formed shall contain at least one member of the Board of Trustees who shall act as liaison between the Board and the committee.

1. The standing committees of the Board of Trustees shall be as follows:

Executive Committee
Education Committee
Facilities Committee
Finance Committee
Governance Committee
Human Resources Committee
Marketing & Development Committee
Technology Committee
Nominating Committee**

**The Nominating Committee shall require all members to be elected; consisting of six members as follows:

- Pastor's Council – Two (2) pastors; shall be elected by the current members of the Pastor's Council.
- Board of Trustees – Two (2) board members; shall be elected by the current members of the Board of Trustees.
- Parent Volunteer Board – Two (2) parents of students in the school; shall be elected by the current, active PVB membership. If the Parent Volunteer Board is not functioning, these two shall be elected by the Board of Trustees from among the parents, with students in the school, that are active members.

The Nominating Committee members must be members of the Corporation and shall be elected prior to April 15 of each year. They shall propose at least two (2)



candidates for each vacancy to be filled at the annual Corporation meeting, plus one candidate for each vacancy caused by the resignation of other Board of Director members. They shall be responsible for ascertaining that all candidates proposed are members of the Corporation and are committed without reservation to Article II and III of these By-laws. In addition, proposed candidates should possess other qualifications necessary or desirable for membership on the Board of Trustees. They shall further prepare a brief description of nominees for distribution to members prior to the annual meeting.

X. ARTICLE X – LIMITATION OF AUTHORITY

Unless the Board, with a $\frac{3}{4}$ majority vote, authorizes the execution of instruments as described in its policies, no director, officer, committee, employee or agent shall have the authority to bind the Corporation by any contract or instrument or pledge its credit or render it liable monetarily for any purpose or in any amount.

XI. ARTICLE XI – DISSOLUTION

If upon the dissolution of the Corporation there remains after payment of all its debts and liabilities, any property or assets whatsoever, no part thereof shall be paid or distributed among the members of the Corporation, but all shall be transferred to the Board of Trustees for disposing of all remaining assets to effectuate the objects and purposes for which this Corporation was formed.

XII. ARTICLE XII – AMENDMENTS

These By-laws may be amended, altered, or repealed within the limitation herein expressed at any regular or special meeting of the Corporation, provided written notice specifying the time and place of the meeting and setting forth such proposed amendment, alteration, or repeal shall be given to each member of the Corporation at least sixty (60) days prior to the date of such meeting. Any Article may be so amended by a vote of $\frac{3}{4}$ of the members present at such meeting.



XIII. ARTICLE XIII – CONFLICT OF INTEREST

The Board of Trustees affirms that all trustees, faculty and other employees of West Bay Christian Academy have an obligation to exercise their authority and to carry out the duties of their respective positions for the sole benefit of the school. They should avoid placing themselves in positions in which their personal interests are, or may be, in conflict with the interests of the school. Where a potential conflict of interest exists, it shall be the responsibility of the person involved or any other person with knowledge to notify the Board of Trustees of the circumstances resulting in the potential conflict so that the Board of Trustees can provide such guidance and take such action as it shall deem appropriate. Areas of potential conflict of interest are:

1. Financial Interest

Ownership by the individual directly or indirectly of a material financial interest in any business or firm (i) from which the school obtains goods or services, or (ii) which is a competitor of the school.

Competition by the individual, directly or indirectly, with the school in the purchase or sale of property or any property right or interest.

Representation of the school by the individual in any transaction or activity in which the individual, directly or indirectly, has a material financial interest.

Any other circumstance in which the individual may profit, directly or indirectly, from any action or decision by the school in which he or she participates, or which he or she has knowledge.

2. Inside Information

Disclosure or use by the individual of confidential information about the school,



its activities or intentions, for the personal profit or advantage of the individual or any person.

3. Conflicting Interests other than Financial

Representation as director, officer, agent or fiduciary of another company, institution, agency or person in any transaction or activity which involves this school as an adverse party or with adverse interests.

Accepting any gifts or favors from any firm or individual which does or seeks to do business with, or is a competitor of, the School under circumstances which imply reasonably that such action is intended to influence the individual in the performance of his or her duties.

No trustee who directly or indirectly is involved in a potential conflict of interest shall be counted in determining the existence of quorum at any meeting of the Board where the potential conflict is considered, nor shall the trustee vote on any action of the Board regarding that potential conflict.

XIV. ARTICLE XIV – PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall govern meetings when they are not in conflict with the organization's bylaws.