

BYLAWS OF
DES MOINES CHRISTIAN SCHOOL ASSOCIATION

ARTICLE I
OFFICES

The principal office of the corporation in the State of Iowa shall be located in the Greater Des Moines area, Polk County, Iowa. The corporation may have such other offices, within or without the State of Iowa, as the business of the corporation may require from time to time.

The registered office of the corporation required by the Iowa Nonprofit Corporation Act to be continuously maintained in Iowa shall initially be provided in the Articles of Incorporation subject to change from time to time by resolution of the Board of Directors (Board) and filing of statement of said change as required by the Iowa Non-profit Corporation Act.

ARTICLE II
ASSOCIATION MEMBERS

SECTION 1. MEMBERS OF THE CORPORATION. Membership in the DMCS Association is attained as provided in the Restated Articles of Incorporation of the DMCS Association.

SECTION 2. ANNUAL MEETING. The annual meeting of members shall be held during the month of April on such date as the Board shall by resolution specify, beginning in 2002. At each annual meeting the election of directors shall take place and such other business be transacted as may be properly presented to such meeting. If the election of directors shall not be held at the annual meeting, or at any adjournment thereof, the Board shall cause the election to be held at a meeting of the members as soon thereafter as convenient.

SECTION 3. REGULAR MEETINGS. In addition to the annual meeting held in accordance with Section 2 of this Article, other meetings of the members may be held.

SECTION 4. SPECIAL MEETINGS. Special meetings of the members may be called by the Board or by not less than forty percent of all the members entitled to vote at the meeting.

SECTION 5. PLACE OF MEETING. The Board shall designate the place for any annual, regular or special meeting which may be any place in the Greater Des Moines, Iowa, metropolitan area.

SECTION 6. NOTICE OF MEETINGS. Written, ~~or~~ printed, or electronic notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than seven or more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the President or the Secretary, to members of record entitled to vote at such meeting. The required number of Association members shall notify the Board of a requested special meeting not less than fourteen days or more than fifty days before the proposed meeting date. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at their address as it appears on the membership books of the corporation, with the postage thereon prepaid.

SECTION 7. DETERMINATION OF MEMBERS ENTITLED TO VOTE. For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, the date on which notice of the meeting is mailed shall be the record date for such determination of members. When a determination of members entitled to vote at any meeting of members has been made as provided in this section, such determination shall apply to any adjournment thereof. Absentee or proxy ballots shall not be allowed.

SECTION 8. AGENDA. The President or Secretary shall prepare an agenda of business to be transacted before each meeting. Members desiring to propose matters for consideration should notify the President or Secretary at least seven days prior to any meeting at which it is proposed to bring such matter.

Section 9. LEADERSHIP AT MEETINGS. The President of the Board of Directors shall preside at all meetings of the members. The Vice-President shall preside at any meeting of the members at which the President is absent or is unable/unwilling to act. In the event that both the President and Vice-President are absent or unable/unwilling to act, a quorum of the Board must be present, and then a majority vote of Board members present shall designate a Board member to preside at that meeting.

ARTICLE III BOARD of DIRECTORS

SECTION 1. GENERAL POWERS. The affairs of the corporation shall be managed by its Board of Directors. The Board of Directors primary duties are:

- A. Selecting, hiring, and evaluating the Superintendent
- B. Approving the school's administrative organization.
- C. Leading periodic reviews of the schools mission statement and adopting changes.
- D. Participating in goal setting and strategic planning and adopting plans when appropriate.
- E. Setting general administrative policies that will assist the school in fulfilling its mission statement and facilitate effective management and operation of the school.
- F. Establishing a policy framework to guide the Superintendent in the hiring of faculty and staff.
- G. Evaluating administrative proposals for adding or discontinuing programs and authorizing major program changes.
- H. Approval of annual budgets, including but not limited to tuition rates, as prepared by Administration and reviewed and recommended by the Finance Committee.
- I. Approval of all loans or lending contracted on behalf of the corporation.
- J. Approval of all contracts related to purchases or construction of real property.
- K. Supporting the fundraising efforts of the School
- L. Appoints the Trustees for the Des Moines Christian School Foundation
- M. Ensuring the School is compliant with accreditation standards and requirements.
- N. Serving as an advocate for School in the community
- O. Acting as a conflict resolution agent when necessary.
- P. Establishes the rules of procedure for conducting meetings of the Board and meetings of the Association.

SECTION 2. NUMBER AND ELECTION OF DIRECTORS. All members of the Board shall be members of the corporation, except that if the child of a member of the Board has graduated from DMCS then that member of the Board shall be entitled to finish their term on the Board. The number of Directors shall be no fewer than nine (9) and no greater than twelve (12). The term of office shall be three years, beginning July 1 of the year elected and ending on June 30th, three years later. Directors shall be elected so that one-third of the terms expire each June 30. Any vacancy occurring in the Board may be filled for the duration of the unexpired term of that vacancy by appointment of the majority vote of the remaining Directors. Directors shall not serve on the Board for more than three consecutive terms (appointed or elected). If appointed to the Board, the remainder of that term is considered a full term as it applies to the three consecutive term limit. After serving three consecutive terms, a Director is not eligible for election or appointment to the Board if it would cause them to have less than a full year off in between serving on the Board. Directors who have served on the Board for three consecutive terms are eligible for election and/or appointment to the Board, provided that such person shall have been off the Board for at least a full year prior to the commencement of their new term on the Board.

SECTION 3. ANNUAL MEETING. The annual meeting of the Board shall be held without other notice than this Bylaw after the annual meeting of members.

SECTION 4. REGULAR MEETINGS. The Board may provide by resolution the time and place for the holding of regular meetings, without other notice than such resolution, to be held at least once each month during the school year.

SECTION 5. SPECIAL MEETINGS. Special meetings of the Board may be called by or at the request of the President, or any four directors.

SECTION 6. NOTICE. Notice of any special meeting shall be given at least three days prior thereto by written notice delivered personally or mailed to the home address of each director, or by telephone, or by e-mail, or by direct personal notification.

SECTION 7. QUORUM. A majority of the number of the Directors fixed by these Bylaws shall constitute a quorum for the transaction of business.

SECTION 8. MANNER OF ACTING. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, except to the extent otherwise provided in the Articles of Incorporation.

SECTION 9. PRESUMPTION OF ASSENT. A Director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless a dissent is entered in the minutes of the meeting or unless that director shall file a written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the Secretary of the corporation within seven days after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

SECTION 10. RESIGNATION. Any Director may resign at any time by giving written notice of resignation to the President or the Secretary. Any such resignation shall take effect at the time specified therein, or if the time when it shall become effective is not specified therein, it shall take effect immediately upon it being received. Except as specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 11. REMOVAL OF DIRECTORS. Removal of a Director shall be allowed in accordance with the Restated Articles of Incorporation of the DMCS Association.

SECTION 12. NOMINATION OF DIRECTORS. Annually, the Board shall nominate one or more candidates for each vacancy in the membership of the Board and the names of such candidate shall be listed in the announcement of the election meeting. Candidates may be nominated by members of the corporation, provided this nomination is provided to the DMCS office and procedures for the nomination of Board members are followed. However, no candidate may be nominated who has not agreed to serve, if elected.

SECTION 13. QUALIFICATIONS FOR CANDIDATES TO BOARD OF DIRECTORS

- A. The candidate must be in full agreement with the DMCS Statement of Faith.
- B. The majority of the Board of Directors must be comprised of current school parents who meet the definition of member of the association as defined by the Restated Articles of Incorporation. The Board of Directors may nominate candidates who are in agreement with the DMCS Statement of Faith and have leadership skills that would promote the mission of the school, but are not current parents (association members). The number of members serving on the board, who are not current parents, is limited to no more than two (2) directors in any given school year. Non-association members eligible for nomination include, but are not limited to previous association members and alumni. When elected, a non-association member would be granted membership to the association for the length of their term.
- C. All nominees must complete a candidate application form as described by the Nomination Committee.

ARTICLE IV
OFFICERS

SECTION 1. NUMBER. The officers of the corporation shall consist of a President, a Vice-President, a Secretary, and a Treasurer.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected annually by the Board at their July meeting. If this election is not held at the regular July meeting, it shall be held as soon thereafter as is convenient. For this interim period, only continuing Board members and officers will be allowed to vote. Each officer shall hold office until his or her successor is elected and qualified, his or her death, resignation or removal from office as defined in Article IV Section 3.

SECTION 3. REMOVAL. Any officer or agent may be removed by the Board whenever, in its judgment, the best interests of the corporation will be served thereby.

SECTION 4. VACANCIES. A vacancy in any office may be filled by the Board for the unexpired portion of the term.

SECTION 5. THE PRESIDENT. The President shall be the principal executive officer of the corporation and shall, in general, supervise and control all of the business and affairs of the corporation subject to the general powers of the Board. The President shall be Chairman of the Board and preside at all meetings of the members and meetings of the Board. The President may sign, with the Secretary, or any other proper officer of the corporation hereunto authorized by the Board, deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, 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, or shall be required by law to be otherwise signed or executed. In general, the President shall perform all duties as may be prescribed by the Board. The President shall be an ex-officio member of all committees. The President shall appoint the members of all committees, subject to the approval of the Board.

SECTION 6. THE VICE-PRESIDENT. In the absence of the President, or in the event of the President's inability or refusal to act, the Vice-President shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President, and shall perform such other duties as from time to time may be assigned to him by the President or by the Board.

SECTION 7. THE TREASURER. The Treasurer shall serve as the Chairman of the Finance Committee and shall ensure that the corporation maintains policies and procedures in accordance with generally accepted accounting principles. The Treasurer is responsible for the preparation of monthly financial reports and shall present these reports to the Finance Committee and to the Board. The Treasurer may delegate this reporting responsibility to the Director of Business. The Treasurer shall, in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board, including but not limited to reviewing and signing tax returns filed on behalf of the corporation.

SECTION 8. THE SECRETARY. The Secretary of the Board shall review Board minutes and official actions for publication; sign, with the President, deeds, mortgages, bonds, contracts, or other Board approved instruments when authorized to do so by the Board; and perform such other duties as may be required by the Board, the Superintendent, or the law. If both the President and Vice-President are absent, the Secretary shall serve as chair or Temporary Chair for the purpose of selecting a President Protempore.

SECTION 9. AUDIT. The financial records of the corporation shall be audited annually by a certified public accounting firm.

ARTICLE V:
SUPERINTENDENT OF SCHOOL

SECTION 1: SELECTION

The Board shall employ a Superintendent to act as the Chief Executive Officer of the School, subject to the authority of the Board of Directors. The Board shall select the superintendent from among the candidates submitted for consideration by a special ad hoc Search Committee appointed by the Board. An affirmative vote of at least two-thirds is required for appointment.

SECTION 2: DUTIES AND RESPONSIBILITIES

The Board of Directors shall establish by policy the duties and responsibilities of the Superintendent. The Superintendent shall be a non-voting member of the Board of Directors and a non-voting member of its committees.

ARTICLE VI
FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July in each year and shall end on the last day of June in each year.

ARTICLE VII
COMMITTEES

SECTION 1. MEMBERSHIP. The membership structure and terms of office for committees are outlined in Board Policy. The membership of each Standing Committee shall include at least two members of the Board. The President shall be an ex-officio member of each committee by reason of the office of the President. All committees shall be directly responsible to the Board. Committees shall be appointed by the President, subject to the approval of the Board.

SECTION 2. EXECUTIVE COMMITTEE. The Executive Committee shall be comprised of the four officers of the Board and the Superintendent. Subject to any limitation imposed by the Restated Articles of Incorporation, the Executive Committee shall have further specific authority to be used for the purpose of expediting the transactions of the business and management of the corporation between regular Board meetings.

SECTION 3. EDUCATIONAL PROGRAM COMMITTEE. The Educational Program Committee (EPC) (School Improvement Team) shall consist of members representing Board members administrators, teachers, and parents. Students may be included as when appropriate. The committee will analyze a) major educational needs; b) student learning goals; c) long-range and annual school improvement goals related to instruction and learning; d) the desired levels of student academic performance; e) progress toward meeting the goals; f) harassment or bullying prevention programs; and g) the spiritual climate of the school for the purpose of providing input to the Administration and/or Board on advancing the mission of the school.

SECTION 4. FINANCE COMMITTEE. The Finance Committee shall include the Treasurer and the Director of Business. It shall supervise all the finances of the corporation. It shall keep the Board informed of current or impending deficits and other considerations deemed likely to affect the financial status of the corporation. At least 30 days before the annual meeting of the corporation the Finance Committee shall submit to the Board for its consideration, revision and approval, a budget for the coming year.

SECTION 5. DEVELOPMENT COMMITTEE. The Development Committee shall review, recommend and supervise a) the scheduling of all fundraising programs b) gift acceptance policies c) capital campaigns and d) endowment and planned giving programs.

SECTION 6. AD HOC COMMITTEES. Other committees may be formed on an ad hoc basis. All such committees must contain an expiration date for their authority. At least one member of such committee shall be a member of the Board.

ARTICLE VIII
AMENDMENT OF BYLAWS

The Bylaws may be amended as provided in the Restated Articles of Incorporation of the DMCS Association.

Revised and approved by the Association: April 26, 2005

Revised and approved by the Association: April 26, 2011

Revised and approved by the Association: May 9, 2016