

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 business and affairs of the corporation shall be managed by its Board of Directors (Board), provided, however, that matters relating to the acquisition or disposal of real property shall be decided by the members at any duly convened meeting.~~

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. ~~If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed and postage prepaid. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business, because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice to such meeting.~~

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. FINANCES. The Board shall take timely measures to ensure that the requirements of the budget of the corporation are met, giving consideration to reports of the Finance Committee as to financial needs of the school. The funds necessary for the operation of the corporation shall be obtained primarily from tuition income. Requirements of the budget not met by tuition receipts shall be raised by means consistent with the Basis and Purpose of the Corporation.~~

~~SECTION 13. CURRICULUM. The Board shall be responsible for the curriculum of each school as to its content, its consistency with the Basis and Purpose of the Association, and its effective classroom application, making certain that continuing emphasis in teaching is given to developing Christ-like character through instruction in God's principles of living, including evangelism and discipleship.~~

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 ~~by ten days prior to the annual~~

~~meeting of members and that~~ 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 sign a written statement of~~ must be in full agreement with the DMCS Statement of Faith.
- B. 2. ~~The candidate must have a child currently attending DMCS.~~ 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. Deadline for submission shall be ten days prior to the annual meeting of members indicating church membership.~~
- ~~D. The Nomination Committee must certify that each candidate has met the aforementioned requirements.~~

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. ~~If required by the Board, the Treasurer shall give a bond for the faithful discharge of the duties of the Treasurer in such sum and with such surety or sureties as the Board shall determine.~~ The Treasurer shall serve as the Chairman of the Finance Committee and ~~shall, in general, oversee the financial operations of the corporation.~~ ~~The Treasurer~~ 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 ~~Business Manager~~ 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. ~~The Board, if it so desires, may hire a Recording Secretary to do the following: keep the minutes of the meetings of the members and of the Board; see that all notices are duly given in accordance with the provisions of the DMCS Association Bylaws or as required by law; be custodian of the Association records; and, in general, perform such other duties as from time to time may be assigned by the President or by the Board. Compensation shall be determined on a yearly basis upon recommendation of the Superintendent, with Board approval.~~

SECTION 9. AUDIT. The financial records of the corporation shall be audited annually by a certified public accounting firm. ~~by the Board, or by an agent designated by the Board.~~

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 V CONTRACTS, LOANS, CHECKS AND DEPOSITS

~~SECTION 1. CONTRACTS. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.~~

~~SECTION 2. LOANS. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.~~

~~SECTION 3. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation, and in such manner as determined by resolution of the Board.~~

~~SECTION 4. DEPOSITS. All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board may select.~~

ARTICLE VI TRANSACTION OF BUSINESS

The order of business to be transacted at meetings of the Board shall include the following:

- ~~_____ Call to Order~~
- ~~_____ Devotions~~
- ~~_____ Prayer~~
- ~~_____ Confirmation of a Quorum~~
- ~~_____ Approval of the Minutes~~
- ~~_____ Reports of Officers~~
- ~~_____ Reports of Administrators~~
- ~~_____ Reports of Committees~~
- ~~_____ Old Business~~
- ~~_____ New Business~~
- ~~_____ Prayer~~
- ~~_____ Adjournment~~

~~The order of business at meetings of the members of the corporation shall be determined by the President.~~

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. FACILITIES MANAGEMENT COMMITTEE. The Supervisor of Buildings, Property, and Grounds shall be a member of the Facilities Management Committee, which is charged by the Board to effectively oversee the cleanliness and maintenance of all Des Moines Christian School properties, including, but not limited to building, furnishings, grounds, and vehicles.~~

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 shall consider all matters relative to the educational program and the curriculum of the school and make recommendations concerning the same to the Board; safeguard the purpose of the corporation to develop Christ-like character by placing emphasis in each curriculum on God's principles of living, including evangelism and discipleship as a foundation for scholastic achievement; and keep informed in regard to quality of classroom instruction, teaching facilities, discipline, and make recommendations concerning these and allied matters to the Board.~~

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 ~~Business Manager~~. 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 works with the Development Office to oversee fundraising activities of the school and assists the Development Office in setting fundraising goals and preparing the Development budget. The Development Committee shall review, recommend and supervise a) 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 VII STAFF

~~SECTION 1. ADMINISTRATIVE STAFF. The Superintendent, Administrator, and Principal positions shall be appointed by the Board upon the recommendation of an ad hoc committee. Other members of the administrative staff will be appointed by the Board upon the recommendation of the Superintendent. They shall be appointed for such term, at such salary, and with other conditions as the Board may determine. They must declare their unconditional acceptance of the Basis and Purpose of the Corporation and shall lead a separated Christian life.~~

~~SECTION 2. TEACHING STAFF. The teaching staff positions shall be appointed by the Board upon the recommendation of the Superintendent after careful consideration of their character, professional training, scholastic achievement, and spiritual qualifications. The terms of this appointment, salary, and other conditions shall be set by the Board. They must declare their unconditional acceptance of the Basis and Purpose of the Corporation and shall lead a separated Christian life.~~

ARTICLE X SCHOOL ADMINISTRATION

~~SECTION 1. PARENTAL MEMBERSHIP. No child shall be admitted to any elementary or high school of this corporation unless at least one parent or guardian is eligible to be a member of the corporation. According to the Restated Articles of Incorporation, at least one of the parents/guardians shall have a personal relationship with Jesus Christ.~~

~~SECTION 2. MINIMUM AGE. The minimum age for children who shall be admitted to an elementary school shall coincide with the minimum age established by the State of Iowa.~~

~~SECTION 3. ADMISSIONS. All admissions to the student body shall be subject to the approval of the Superintendent or administrator.~~

~~SECTION 4. HEALTH REGULATIONS. The Board shall prepare such regulations as from time to time be deemed desirable for the protection of the health of the pupils and the prevention of epidemics, and all such regulations shall be strictly adhered to by the teaching staff and the parents/guardians.~~

~~SECTION 5. DISMISSAL. If any pupil's conduct is inconsistent with the character of the school, or detrimental to the other pupils, or the school as a whole, the parents/guardians of such pupil shall be notified, and the pupil may be dismissed by the Board upon recommendation by the Administration.~~

~~SECTION 6. GRIEVANCE PROCEDURE. Parents who are dissatisfied with the instruction or treatment of their children shall discuss the question with the appropriate administrator, then the Superintendent. If still dissatisfied, the matter may be brought to the Board.~~

~~ARTICLE XI TUITION~~

~~SECTION 1. PAYMENT. The parents/guardians or children attending the school shall pay tuition according to the schedule of tuition fixed by the Board until the name of the child is removed from the roster of the school. The Business Office will maintain and utilize a plan for the collecting of delinquent tuition. If the requirements of this plan are not complied with, the child may be dismissed from the school by the Board, upon the recommendation of the Superintendent.~~

~~SECTION. 2. TUITION ASSISTANCE. The Finance Committee will make recommendations to the Board on requests for tuition assistance.~~

~~ARTICLE VIII PARLIAMENTARY LAW~~

~~Meetings of the corporation and of its Board of Directors shall be governed and conducted by the accepted rules of parliamentary procedure as set forth in "Robert's Rules of Order," revised latest edition.~~

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: [XXX XX, 2016](#)