

# Samuel Fuller School, Inc.

## By-Laws

### Article I. Names

The name of the corporation shall be "Samuel Fuller School, Inc.," hereinafter referred to as the "Corporation." The name of the school shall be "Samuel Fuller School," hereafter referred to as the "School."

### Article II. Purpose

The purpose of the Corporation is to operate a School (kindergarten through grade twelve) that will:

- A. Teach all subjects as parts of an integrated whole with Christ and the Scripture at the center (Colossians 1:17; 2 Timothy 3:16-17).
- B. Provide a clear model of Biblical Christian living through its staff and board (Matthew 22:37-40).
- C. Support Christian parents in their duty to raise their children to know and love God (Ephesians 6:4).
- D. Support local churches in their task of teaching and proclaiming the truth to all generations (1 Timothy 3:15; Psalm 78:1-8).
- E. Implement a Classical model of education.
- F. Encourage every student to develop a love for God and his world and to achieve his academic potential for the glory of his Creator and Redeemer.
- G. Provide an orderly atmosphere conducive to the attaining of these goals.

### Article III. Faith

#### Section 1. Historic Creeds

We affirm the following historic creeds of the church:

- A. The Apostles' Creed
- B. The Nicene Creed

#### Section 2. Statement of Faith

- A. We believe the Bible, consisting of the Old and New Testaments, to be the only inspired, inerrant, infallible, authoritative Word of God written. The whole counsel of God concerning all things necessary for his own glory, man's salvation, faith and life, is either expressly set down in Scripture, or by good and necessary consequence may be deduced from Scripture.
- B. We believe that there is one God, eternally existent in three Persons: Father, Son and Holy Spirit.
- C. We believe in: the deity of Jesus Christ, His virgin birth, His sinless life, His miracles, His vicarious and atoning death through His shed blood, His bodily resurrection, His ascension to the right hand of the Father, and His personal visible return in power and glory.
- D. We believe that for the salvation of lost and sinful men regeneration by the Holy Spirit is absolutely essential. This is by grace alone, through faith alone, because of Christ alone.
- E. We believe in the present ministry of the Holy Spirit, by whose indwelling power and fullness the Christian is enabled to live a godly life in this present evil world.
- F. We believe in the resurrection of both the saved and the lost; they that are saved to the resurrection of life and they that are lost to the resurrection of damnation.
- G. We believe in the spiritual unity of all believers in Jesus Christ.
- H. We believe that marriage is ordained by God to be the union of one man and one woman, and that the primary responsibility of raising children in the discipline and instruction of the Lord belongs to their parents.

#### Section 3. Confessions of Faith

The above statement of faith is more fully and particularly developed in various Confessions of Faith that have emerged out of the Protestant Reformation. These include: The Savoy Declaration of Faith (Congregational), The Westminster Confession of Faith (Presbyterian), The Heidelberg Catechism (Reformed), The London Baptist Confession of Faith (Baptist), The Thirty-Nine Articles (Anglican), and The Book of Concord (Lutheran). The School in particular affirms chapters one and two of the Westminster Confession of Faith ("Of the Holy Scripture" and "Of God, and of the Holy Trinity"). The

school shall support the churches and parents of enrolled students by emphasizing those Protestant doctrines held in common by all, that is, those identified above in Section 1, "Historic Creeds," and Section 2, "Statement of Faith."

#### **Article IV. Principal Office**

The principal office of the Corporation is 6 Plympton Street, Middleborough, Massachusetts, 02346, but may, from time to time, be changed at the discretion of the board of directors.

#### **Article V. Members of the Corporation**

The membership of the Corporation shall consist of all Directors (see Article VI), all full-time Faculty and Staff, all Parent Members, and all Affiliate Members.

- | All Members must:
- | 1. <sup>▲</sup> be in full agreement with the Purpose (Article II) and the Statement of Faith (Article III, Section 1) of the Corporation.
- | 2. <sup>▲</sup> be members in good standing of a church that agrees with said Statement of Faith.

In addition, a Parent Member must:

- | 1. be a parent or legal guardian (hereafter included in the term "parent(s)") of an enrolled student.
- | 2. <sup>▲</sup> have at least one student enrolled in the current academic year.

| And an Affiliate Member must:

- | 1. make an annual financial donation to the school.
- | 2. <sup>▲</sup> have made application for affiliate membership to the Board of Directors and had such application approved.

An individual's membership shall terminate when he no longer meets the qualifications for membership or upon removal from membership by a two-thirds vote of the Board of Directors.

#### **Article VI. Board of Directors**

##### **Section 1. Responsibility and Accountability**

The Board of Directors is responsible to guard the purpose and doctrine of the School, to oversee and support its administration and staff, to establish its policies, to promote its development in the community, to secure its finances, and to pray for its good. The Board is accountable to the membership of the Corporation.

The business and property of the corporation shall be managed by a Board of Directors who may exercise all the powers of the corporation which are not expressly reserved to the members by law, the Articles of Organization or these By-Laws.

##### **Section 2. Qualifications and Composition**

All Board members shall be in full agreement with the Purpose (Article II) and the Statement of Faith (Article III, Section 1) of the Corporation and be a member in good standing of a church that agrees with said Statement of Faith.

- | The Board shall consist of at least five and no more than nine voting directors. The majority shall always be Board-elected Directors. At least two shall be member-elected directors. A majority of the voting members shall be <sup>▲</sup> members in good standing of the First Congregational Church, Middleborough, Massachusetts. No Board member may serve concurrently on the Board of Overseers of Happiness Is Nursery School.

- | The Pastor of the First Congregational Church, Middleborough, Massachusetts, shall be an *ex officio* director with voting privileges and counted among the nine voting Directors. Should he choose not to serve, he shall appoint someone to represent him who shall be <sup>▲</sup> approved by both the Directors of the Corporation and the Elders of the First Congregational Church.

The headmaster of the School and the treasurer of the Corporation shall be *ex officio* members of the Board without voting privileges.

### **Section 3. Election and Tenure**

| Board-elected Directors: Any Board member may nominate a candidate for Director. A candidate will be elected by a minimum two thirds majority of the active Directors.

| Member-elected Directors: Nominations may be made by any active Director or by the written recommendation to the Board of any three members of the Corporation. Any two active Directors may remove a nominee from consideration. Member-elected Directors shall be elected by a simple majority of votes of the members of the Corporation at the Annual Meeting.

| All terms are for three years and shall begin and end at an Annual Meeting of the Corporation. Board-elected Directors may serve up to three consecutive terms after which they must take at least one year off. Member-elected Directors may not succeed themselves but may be re-elected after one year off. The Board may shorten or extend any term by up to one year in order to stagger terms for the continuity of the Board.

### **Section 4. Removal, Resignation, and Vacancies**

| A member of the Board who lacks a basic commitment to the School's purpose or statement of faith, or who lacks wisdom and diligence in matters brought before the Board, may be removed by the Board itself or by the members of the Corporation.

| One third or more of the Directors, or three or more members of the Corporation, may petition the Board for removal from the Board of a Director, in which case a two-thirds vote of the Directors not under consideration shall be required for removal.

| Seven or more members of the Corporation may call for a special meeting of the Corporation to vote on the removal of a Director, in which case a two-thirds vote of the membership present at the meeting shall be required for his removal.

| A Director may resign effective upon no less than sixty days written notice received by the Chairman, unless the Directors allow a shorter time.

| A vacancy, due to resignation, death, or removal, may be filled by the Directors for the unexpired portion of the term by the affirmative vote of two thirds of the remaining Directors. If the vacancy is a member-elected director's seat, the appointed Director may be re-elected by the membership at the next Annual Meeting and thus serve more than 3 consecutive years.

### **Section 5. Officers**

The Board shall elect a chairman, vice-chairman, and secretary from among its membership at the Board's first meeting following the annual meeting of the Corporation. The Board may also by majority vote remove any officer from his position.

The chairman shall preside at all meetings of the Board. In the absence of the chairman, or in the event of the inability of the chairman to act, the vice-chairman shall perform the duties of the chairman.

The secretary shall (a) keep the minutes of all meetings and actions of the Board, (b) see that all notices are duly given in accordance with the provisions of these By-laws or as required by law, and (c) keep a current, valid post office address of each member of the Board.

### **Section 6. Meetings**

| Regular Meetings: The Directors shall normally meet monthly at a designated place and time agreed upon by the Board. All regular meetings shall be open to any member of the Corporation and shall be

conducted from an agenda published and made available to the membership of the Corporation at least two days in advance. The Board may adjourn to closed session as the Directors deem necessary.

Special Meetings: Special meetings may be called by the chairman or by petition of one third or more members of the Board. No action may be taken the intent of which has not been communicated to all Board members at least two days prior to the special meeting.

Meetings shall be conducted according to *Roberts' Rules of Order*. Minutes of all meetings will be published and maintained in a permanent binder in the Corporation office.

### **Section 7. Board Action**

One half of all Directors shall constitute a quorum for Board action. The Board will be considered as having formally acted when, in a duly-constituted meeting where a quorum is present, a proposal is moved, seconded, discussed, passed with the appropriate margin of votes, entered in minutes, and the minutes duly-approved. Board discussion, consensus, debate, etc., does not constitute formal Board action. Unless otherwise specified in these by-laws, the required vote for approval shall be a simple majority of those directors present.

Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all the directors consent to the action in writing and the written consents are filed with the records of the meetings of the Directors. Such consents shall be treated for all purposes as votes at a meeting. A writing may be a letter, email, facsimile or computer print-out.

### **Section 8. Annual Report**

The Directors will compose, review with the administration, and issue an annual, written report to the membership of the Corporation at least two weeks prior to the annual meeting. The report should include, but not be limited to, the year-end and year-to-date financial reports, enrollment figures, standardized test results, the Board's annual evaluation of the School, the listing of all Directors, listing of significant accomplishments and events of the school year, and such other business as may be deemed appropriate by the directors for the membership's information.

A copy of the report shall be submitted to the First Congregational Church, Middleborough, Massachusetts, and a summary of the report shall be submitted to the church for inclusion in the church's annual report in January.

## **Article VII. Officers of the Corporation**

### **Section 1. Number**

The officers of the Corporation shall consist of a president, a vice-president, a secretary, and a treasurer. The officers of the Corporation may also serve as officers of the Board.

### **Section 2. Election, Term, and Removal**

The officers shall be nominated by the Board and elected by the Corporation at its annual meeting. Each officer shall serve for one year beginning at the conclusion of the annual meeting at which he was elected and continuing through the conclusion of the next annual meeting.

All officers may serve up to six consecutive one year terms, with the exception of the treasurer who may serve indefinitely. In the event that any office is vacated for any reason, the Board shall appoint someone to fill the unexpired term.

An officer may be removed from his office by a two-thirds vote of the Board.

### **Section 3. Duties**

The president shall preside over meetings of the Corporation and shall carry out such duties as the Board and the Corporation shall assign and as legally required by the chief officer of a corporation. In the absence of the president, or in the event of the inability of the president to act, the vice-president shall perform the duties of the president.

The secretary shall (a) keep the minutes of all meetings and actions of the Corporation, (b) see that all notices are duly given in accordance with the provisions of these By-laws or as required by law, (c) keep a current, valid post office address of each member of the Corporation, and (d) perform other duties as assigned by the Board or Corporation or as legally required by the secretary of a corporation.

The treasurer shall (a) have charge of and be responsible for all reporting and accounting of funds of the Corporation, (b) receive and give receipt for moneys due and payable to the Corporation and deposit all such moneys in the name of the Corporation in such banks or other depositories as shall be selected by the Board, (c) make monthly financial reports to the Board, and (d) in general perform all duties incidental to the office of treasurer as set out by the Board.

### **Article VIII. Meetings of the Corporation**

The annual meeting of the Corporation shall be scheduled by the Board for a day and time during the month of April. All members of the Corporation shall be sent a printed notice at their addresses of record not less than two weeks prior to the date of the meeting. The printed notice shall state the purpose, date, time, and place of the meeting and will include a prepared agenda.

Meetings shall be conducted according to *Roberts' Rules of Order*. Minutes of all meetings will be published and maintained in a permanent binder in the Corporation office.

The Board may call for a special meeting of the Corporation with two weeks notice as per the requirements for the annual meeting.

### **Article IX. Administration and Committees**

#### **Section 1. Headmaster**

The board by a two-thirds affirmative vote shall employ a headmaster whose duties shall include, but not be limited to; hiring faculty and support staff, developing budgets, preparing financial statements, maintaining the spiritual quality of the School, developing the curriculum, dismissing staff, and all day-to-day administrative duties. While matters of faculty and staff policy remain the primary duty of the School administrator, no faculty hiring decision shall become final without the concurrence of the Directors.

#### **Section 2. Committees**

The Directors may designate such *ad hoc* committees as may be appropriate to carry out the activities and purposes of the Corporation. All such committees serve at the pleasure of the Board.

### **Article X. Fiscal Policies**

#### **Section 1. General Policy**

The Board is responsible to ensure that the day-to-day operations of the Corporation shall be fully funded. Budgeted revenue for the day-to-day operations will include projected tuition, proceeds from fundraising, and donations.

#### **Section 2. Budgets**

The Board will approve annual operating budgets. The operating budget for the following fiscal year shall be considered by the Board in February with final Board action to approve the budget taken no later than March 15<sup>th</sup>.

#### **Section 3. Financial Statements**

It shall be the treasurer's responsibility to distribute a monthly financial statement to the directors at least five days prior to each regular Board meeting. The treasurer will also present a schedule of aged accounts payable and aged accounts receivable for the Board's information and approval.

#### **Section 4. Financial Inspection**

The School's financial records will be inspected by qualified persons at no less than yearly intervals. Findings will be made available to interested members.

#### **Section 5. Fund Raising**

It shall be the Board's responsibility to set policy and oversee all fundraising activities of the School.

#### **Section 6. Fiscal Year**

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

### **Article XI. Contracts, Loans, Checks and Deposits**

#### **Section 1. Contracts**

The Board may authorize any officer, 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.

#### **Section 2. Loans**

No loans shall be contracted on behalf of the Corporation without two thirds approval of the directors and a minimum of seven days advance written notice to the directors.

#### **Section 3. Checks and Drafts**

All checks or drafts issued by the Corporation shall be signed by such officers in such a manner as shall be determined by the directors.

#### **Section 4. Deposits**

All funds of the Corporation shall be deposited in such depositories as the Board may select.

### **Article XII. Amendments to By-laws**

These by-laws may be altered, amended or repealed by a two thirds vote of the directors at any regular or special meeting providing a minimum of ten days written advance notice has been mailed to all members of record at their last known address, specifically enumerating such proposed changes or amendments. Any amendment must be approved by a two-thirds vote of the Elders of the First Congregational Church, Middleborough, Massachusetts, and by a two-thirds vote of the Corporation, before the amendment may take effect.

### **Article XIII. Construction**

Wherever in these by-laws pronouns are used in the masculine form, they shall be construed to include the feminine gender.