

# BY-LAWS OF



STONEHAVEN

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CHRIST-CENTERED CLASSICAL EDUCATION

## A GEORGIA NONPROFIT CORPORATION

Revised and Approved, January, 2019

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## Article I. Name of School

The name of the school shall be The Stonehaven School.

## Article II. Objectives and Statement of Faith

### Section 1. Objectives

The primary mission of this corporation is to operate a school that will adhere to the statement of faith and purpose as set out in Sections 1 and 2 of Article II of these by-laws.

Education at The Stonehaven School is defined as classical and Christian, which is inherently different than public education in philosophy and content. The Stonehaven School attempts to operate as an extension of the family. At all its levels, programs, and teaching, The Stonehaven School seeks to:

- A) Teach all subjects as parts of an integrated whole with the infallible Scripture at the center (2 Timothy 3:16-17, 2 Corinthians 10:3-5).
- B) Provide a clear model of Biblical Christian life through its staff and board (Matthew 22:37-40).
- C) Encourage every child to begin or continue in a personal relationship with God the Father through Jesus Christ in the power of the Holy Spirit (Matthew 28:18-20).
- D) Emphasize grammar, logic, and rhetoric – the Trivium of classical education – in all subjects, with

appropriate adjustments to grade level.

- E) Encourage every student to grow in a love for learning and to achieve their academic potential.
- F) Provide an orderly and well-disciplined atmosphere conducive to the attaining of these goals.

### Section 2: Statement of Faith

- A) We believe the Bible alone to be the word of God, the ultimate and infallible authority for faith and practice.
- B) We believe that there is one God, eternally existent, in three Persons: Father, Son, and Holy Spirit. He is omnipotent: that is, He can do all things. He is omnipresent; that is, He is present to all creation and has under His immediate authority all things which are in Heaven, in the earth, and under the earth. He is omniscient; that is, He knows all things. He readily exercises His power which is present everywhere, and to Him there is nothing that is impossible or unknown, that is, He knows what has been from eternity, what now takes place everywhere, and what will be to all eternity.
- C) We believe in the deity of our Lord Jesus Christ, in His virgin birth, in His sinless life, in His miracles, in His vicarious and atoning death through His shed blood, in His bodily resurrection, in His ascension to the right hand of the Father, and in His

personal return in power and glory.

D) We believe that, for the salvation of lost and sinful men, regeneration by the Holy Spirit is absolutely necessary.

E) We believe that salvation is by grace through faith alone.

F) We believe that faith without works is dead.

G) We believe in the present ministry of the Holy Spirit, by whose indwelling the Christian is enabled to live a godly life.

H) 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.

I) We believe in the spiritual unity of all believers in our Lord Jesus.

As a matter of firm policy, it is mandatory that all staff and board members subscribe to the above statement of faith in a manner and method prescribed by the board of trustees, either by written statement or by oral testimony before the board.

### Article III. Offices

The Corporation shall have and continuously maintain in the State of Georgia a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of Georgia as the board of trustees may from time to time determine.

### Article IV. Members

The only members of this Corporation shall be the Trustees.

### Article V. Board of Trustees of The Stonehaven School

#### Section 1. Election and Tenure

There shall be no less than five elected board seats. These board seats will have three-year terms; one seat will be filled by election every year. New board members may be nominated for their terms of service by two or more sitting board members or by petition of no less than three parents of current The Stonehaven School students. The board member rotating off is eligible for immediate re-election.

#### Section 2. Qualifications

Subject to the availability of suitable board members subscribing to the agreed upon statement of faith, every attempt will be made to secure board members having expertise valuable to the school and a demonstrated commitment to classical and Christian education. In all cases, the demonstrated Christian walk of an individual board member shall be a major consideration as to their suitability as board members. Staff members are excluded from elected board seats.

#### Section 3. Vacancies

A vacancy due to member and/or board action, death or resignation, may be filled by the board for the unexpired portion of the term. In all such circumstances, the board shall remain sensitive to the needs and

desires of the parents and students and to the spiritual mission of the school. Any vacancy occurring in the board of trustees may be filled by the affirmative vote of a majority of remaining trustees though less than a quorum of trustees remain.

#### Section 4. School Administrator

The board, by two-thirds majority vote, shall employ a Head of School whose duties shall include, but not be limited to, admission procedures and qualifications, pre-qualifying all staff, hiring 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.

### Article VI. Officers of the Board

#### Section 1. Number

The officers of the corporation shall be a chairman, a vice-chairman, a treasurer, and a secretary, each of whom shall be elected by the board of trustees. Such other officers and assistants as may be deemed necessary may be elected by the board. Any two or more offices may be held by the same person except the offices of chairman and secretary.

#### Section 2. Election

The officers of the corporation to be elected by the board of trustees shall be elected annually at the first meeting of the new board. Each director and officer shall hold office until his successor has been duly elected.

#### Section 3. Removal of Officers

Any elected officer or agent may be removed from office by the board of trustees whenever in its judgment the best interests of the school will be served thereby. Three consecutive absences from regular board meetings constitutes valid grounds for removal from office.

#### Section 4. Removal of Board Members

Three or more sitting board members or fifteen or more parents of The Stonehaven School students may petition the board for removal from the board of any board member they feel lacks a basic commitment to the corporation's statement of faith, goals of the school, or wisdom and diligence in matters brought before the board. A board member may be removed from the board by a unanimous vote of the board members not under consideration.

#### Section 5. Chairman

The chairman shall, when present, preside at all meetings of the board, as well as all general meetings of the corporation. He may sign with the secretary, or any other full and proper officer duly authorized by the board, any checks, deeds, contracts, or other instruments which the board has authorized to be executed.

#### Section 6. Vice-Chairman

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 chairman.

#### Section 7. Secretary

The secretary or his designee shall (a) keep the minutes of the proceedings and email them to the board members, (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 corporation member, (d) sign with the chairman of the board any legal instrument approved by the board, and (e) generally perform the duties of the office of secretary for the corporation including such other duties as from time to time may be assigned to him by the chairman or by the board, including maintenance of the board's meeting minutes, as well as the policy and by-law manual.

## Article VII. Ad Hoc Committee

The board of trustees may, by resolution passed by a majority, designate such *ad hoc* committees as may be appropriate, consisting of one or more board members and others, as deemed necessary to carry out the activities and purposes of the board. All committees serve at the pleasure of the board and may be comprised of board members, parents, or any others who may be approved to serve.

## Article VIII. Annual Reports/Meetings

### Section 1. Annual Reports

The Stonehaven School Board will compile, review with the administration, and make available an annual, written report of The Stonehaven School. This report will be completed and made available no later than September 30, for the previous fiscal and school calendar year. The report should include, but not be limited to, the year-end financial reports, year-to-date scholarship funding, enrollment figures, standardized test results, the board's annual evaluation of the school, the listing of all board members – identifying the newly-elected board

member(s), listing of significant accomplishments and events of the school year, and such other business as may be deemed appropriate by the board.

### Section 2. Regular Meetings of the Board

The full board of trustees of The Stonehaven School shall meet at regular intervals no less than twice per calendar quarter at a regularly designated place at a pre-announced time.

### Section 3. Special Meetings

Special meetings of the board of trustees may be called by or at the request of the board chairman or any two trustees. Notice of any special meeting of the board of trustees shall be given at least three days previously thereto by email, telephone or any other method reasonably calculated to reach the trustees. Any Director may waive notice of any meeting. 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 such meeting, unless specifically required by law or by these by-laws.

### Section 4. Informal Action

Any action required to be taken at a meeting of the board of trustees, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the trustees entitled to vote with respect to the subject matter thereof. Any such consent

signed by all the trustees shall have the same effect as a unanimous vote, and may be stated as such in any document filed with the Secretary of State.

#### Section 5. Decorum

All meetings of the board shall be conducted according to *Roberts' Rules of Order* using a printed, pre-published agenda. The agenda is to be made available to trustees via electronic or other means at least two days prior to the meeting. Minutes of all meetings (excluding executive session discussion) will be maintained by the board clerk in a permanent binder.

#### Section 6. Quorum(s)

Four members of the board plus the chairman shall constitute a quorum for full board action. Board proxies may only be held for specific issues, exercised only in behalf of that issue.

#### Section 7. Executive Session

The board may, as circumstances dictate, adjourn to closed session from time to time as the need to address spiritual, personnel, or disciplinary issues arise.

#### Section 8. Board Action

The board will be considered as having formally acted when, in a duly-constituted meeting, a proposal is moved, seconded, discussed, passed with the appropriate margin of votes, entered in minutes, and duly-approved.

Board discussion, consensus, debate, etc. does not constitute formal board action.

### Article IX. Fiscal Responsibility

#### Section 1. General Policy

The board is responsible through the budgeting process to ensure that the day-to-day operations of the school, including facility maintenance, shall be fully funded. Budgeted revenue for the day-to-day operations will be comprised of the projected tuition; any anticipated publication sales; building rental; other planned, non-donation/undesignated proceeds; and projected, undesignated donations. The undesignated donation total to be budgeted may not exceed 20% of the total anticipated revenue for any given fiscal year.

#### Section 2. Budgets

The board will approve the annual operating budget. The Head of School will submit an initial, tentative operating budget to the board for approval in February. The Head of School will submit a final operating budget to the board for approval in August.

#### Section 3. Financial Statements

It shall be the Head of School's responsibility to submit a monthly financial statement, to the board three days prior to the next regular board meeting. All financial statements are subject to board review.

#### Section 4. Financial Inspection

The books of The Stonehaven School will be audited or reviewed by an independent agency at least every other year. Findings of this committee will be made available to interested corporation members.

#### Section 5. Fund Raising

It shall be the board's responsibility to set policy for the fund raising activities of the school.

## Article X. Contracts, Loans, Checks and Deposits

### Section 1. Contracts

The board with two-thirds approval 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 board of trustees and a minimum of seven days advance written notice to the corporation members.

### Section 3. Checks and Drafts

All checks or drafts issues by The Stonehaven School shall be signed by such officers in such a manner as shall be determined by resolution of the board of trustees.

### Section 4. Deposits

All funds of the corporation shall be deposited in such depositories as the board or its delegate may select.

## Article XI. Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of trustees and committees have any of the authority of the board of trustees, and shall keep at the registered or principal office a record giving

the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any board member, or his agent or attorney, for any proper purpose at any reasonable time.

## Article XII. Fiscal Year

The fiscal year of the corporation shall begin on the first day of July and end on the thirtieth day of the following June each year. Terms of the board members will run concurrent with the fiscal year.

## Article XIII. Amendment to By-Laws

These by-laws may be altered, amended, or repealed and new by-laws may be adopted by a two-thirds majority of the trustees. These actions may be taken at any regular or special meeting of the board of trustees, providing that a written notice enumerating such action has been communicated via mail, email or fax to all board members at least ten days prior to said meeting.