



ARTICLE I - NAME

The name by which this "Association" shall be known and incorporated is Valley Christian Academy, Inc.

ARTICLE II - PHILOSOPHY

The educational philosophy of the Association is dependent upon the Bible, the inerrant, infallible Word of God, as our basis and reference for all truth (II Timothy 3:16). It is our final authority in all matters of faith and practice.

The educational process is viewed as a means used by the Holy Spirit to bring the student to God through personal faith in Jesus Christ as Lord and Savior, and to develop a Christian mind to fulfill God's will for his life both vocationally and personally (Colossians 2:3). Through this process, the student can mature spiritually, mentally, physically, emotionally, and socially to be a Christian witness in our society (Luke 2:52).

The mandate for Christian education comes from God directing His people to teach their children diligently the laws of the Lord (Deuteronomy 6:7). The Christian school acts as an extension of the family and of the church to help families bring up their children "in the nurture and admonition of the Lord" (Ephesians 6:4).

ARTICLE III – MISSION AND PURPOSE

The mission of the Association is to provide, in accordance with the philosophy described in Article II, a Godly foundation in the students enrolled in Valley Christian Academy ("VCA") through Christ-centered education in cooperation with the Christian home and church so that VCA's students know, love and obey Jesus Christ. VCA exists as an extension of the home and of the church to fulfill God's commands to raise children "in the nurture and admonition of the Lord" (Ephesians 6:4), and to teach His words "diligently unto our children" (Deuteronomy 6:5-7). Our foundation rests upon acknowledging Jesus Christ as Lord and Savior, and the Bible as the Word of God--the final authority in truth and practice. We strive to help each child grow spiritually, mentally, physically, and socially through the dedication of teachers, administrators, and staff who love the Lord and desire to serve Him through the educational process. We rely on parents to help us through their prayer, cooperation, and active involvement in their church and VCA. Therefore, we believe that:

1. The Bible clearly gives the responsibility of training children to parents. VCA exists to help parents fulfill this biblical responsibility, but it does not replace the home. VCA attempts to support the home by reinforcing the biblical concepts and values taught at home and church.
2. Christian education involves the whole person, so it is desirable that all elements that bear on the education of a child can be consistent and properly reinforce one another.

In view of this, if the child's Christian school education is to be as biblically-centered as possible, it must be supported by a Christian home and a Christian church. All three should work together in a complementary fashion. Therefore, it is necessary that all the parents support the philosophy, mission and purpose of VCA, as well as its academic programs.

ARTICLE IV- OBJECTIVES

1. The Association intends to implement its stated purpose and philosophy by providing each student with educational experiences that will enable the student to:
2. Believe that the Bible is the written Word of God.
3. Believe that God is the creator and sustainer of the universe and of man.
4. Believe that the Lord Jesus Christ is the Son of God who died for man's sins.
5. Grow as a Christian as he obeys the Word of God and maintains fellowship with Him.
6. Integrate school subjects with the Bible (integrate faith and learning).
7. Practice the application of Biblical principles to every part of daily life.
8. Become a life-long learner.
9. Have a command of the basic learning skills.
10. Apply himself/herself to his/her work and fulfill his/her responsibilities.
11. Develop self-understanding and a feeling of self-worth.
12. Work independently and cooperatively.
13. Develop creative skills.
14. Acquire habits and attitudes associated with responsible citizenship.
15. Understand our American heritage and the current problems facing our country and the world.
16. Develop and engage in wholesome recreation.

ARTICLE V - TENETS OF FAITH

The Association adopts and subscribes to the following as a statement of its basic tenets of faith.

1. The Bible is the inspired and only infallible and authoritative work of God.
2. There is one God, eternally existent in three persons: God the Father, God the Son, and God the Holy Spirit.
3. 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, in His bodily resurrection, in His ascension to the right-hand of the Father, in His personal bodily return to this earth in power and glory.
4. The only means of being cleansed from sin is through repentance and faith in the precious blood of Christ.
5. Regeneration by the Holy Spirit is absolutely essential for personal salvation.
6. We believe in the sanctifying power of the Holy Spirit, whose indwelling in the Christian enables him to live a holy life. We are not perfect at this time, but are set apart as children of God.
7. We believe in the resurrection of both the saved and lost, the one to everlasting life and the other to everlasting damnation.

ARTICLE VI – MEMBERSHIP IN THE ASSOCIATION

SECTION 1, MEMBERSHIP. The following classes of individuals generally shall be eligible for membership in the Association:

1. All parents/legal guardians of students enrolled at VCA.
2. All employees of the Association.
3. Any person who supports the philosophy, purpose and objectives of the Association as set forth in Articles II, III and IV, contributes time, money or skills on behalf of the Association, and is approved by an affirmative vote of a majority of the Board of Trustees.

Such individuals shall be admitted as members of the Association, subject to any additional requirements, adopted by an affirmative vote of at least two-thirds of the Board of Trustees, which are

consistent with the philosophy, purpose and objectives of the Association as set forth in Articles II, III and IV, as well as the termination provisions in Section 2.

SECTION 2, TERMINATION OF MEMBERSHIP. Membership in the Association shall terminate immediately upon the occurrence of any of the following:

1. A parent/legal guardian shall cease to be a member under Section 1.1 upon the withdrawal of all students of the family from VCA for whatever reason.
2. An employee shall cease to be a member under Section 1.2 upon his/her termination of employment with the Association.
3. A supporter/contributor shall cease to be a member under Section 1.3 upon the majority vote of the Board of Trustees.
4. Any member shall cease to be a member upon a finding of good cause, as determined by a majority vote of the Board of Trustees. "Good cause," for purposes of this Section, shall be defined by the Board of Trustees in its discretion and shall include, but not be limited to, participation in activities or conduct that reflects adversely upon the reputation of the Association or violates the tenets of faith set forth in Article V.

SECTION 3, VOTING RIGHTS OF MEMBERS. All members in good standing shall be entitled to one vote on Constitutional matters, including but not limited to the adoption of amendments, and the election of Trustees to the Board. Notwithstanding the previous sentence, in no event shall any immediate family of one or more students have more than two votes (one for each parent/legal guardian). "Good standing," for purposes of this Section, shall be deemed not to exist if the parent/legal guardian member is ninety (90) days or more in arrears in tuition payments as of the date the member(s) seek(s) to cast a vote.

ARTICLE VII- MEMBERSHIP MEETINGS

SECTION 1, ANNUAL MEETING. A regularly scheduled annual meeting of the members of this Association shall be held at a place and time designated by the Board of Trustees. The primary purposes of the annual meeting are to provide an annual report to the membership, to present the slate of prospective Trustees to the membership for a vote and, if applicable, to present proposed Constitutional changes to the membership for a vote.

SECTION 2, SPECIAL MEETINGS. Special meetings of the members of the Association may be held at any time upon call of the President, and a majority vote of the Board of Trustees, or by written petition of twenty-five percent (25%) of the members in good standing of the Association.

ARTICLE VIII – BOARD OF TRUSTEES

SECTION 1, PURPOSE. The Board of Trustees (the "Board") is the governing body of the Association. The Board shall operate in a manner consistent with the Articles of Incorporation and this Constitution.

SECTION 2, GENERAL POWERS AND RESPONSIBILITIES. The Board shall control and manage the business, funds and property of the Association and VCA. In addition, the Board's powers and responsibilities shall include, but not be limited to:

1. The responsibility to serve as spiritual leaders of the Association, prayerfully seeking direction and wisdom from God.
2. The responsibility to adopt Bylaws for the Association and the power to amend the Bylaws, maintain a policy manual and propose Constitutional changes to the membership for vote.
3. The power to establish and the responsibility to serve on standing, special and ad hoc committees to which the work of the Board may be delegated, pursuant to the Association's Bylaws.

4. The responsibility to establish an annual budget for the Association.
 5. The responsibility to select an Administrator who shall oversee and provide spiritual leadership to VCA and the Association, to determine the terms of employment and compensation of the Administrator, and to evaluate the Administrator.
 6. The responsibility to determine the appropriate number of contracted personnel (including Administration and faculty) and the power to approve the terms of employment and compensation of contracted personnel.
 7. The responsibility to determine the amount of tuition to be paid by parents of children enrolled at VCA for each school year.
 8. The responsibility to vote on matters coming before the Board.
- Additional duties and responsibilities of the Board shall be set forth in the Bylaws.

SECTION 3, NUMBER AND STATUS. In general, there shall be nine (9) voting Trustees on the Board.

The Administrator shall be an ex officio member of the Board; however, the Administrator shall not be a Trustee of the Association and shall not be entitled to vote on Board matters.

SECTION 4, ELIGIBILITY. Only members of the Association may be considered for nomination to the Board of Trustees. In addition, a nominee must meet the following requirements throughout the nomination process, as well as during the course of serving on the Board, in order to be considered eligible to serve on the Board:

1. The nominee must be a member in good standing.
2. The nominee must have been actively involved with VCA for at least twelve (12) months prior to the date he/she seeks election.
3. The nominee must be a born-again Christian (as contemplated by John 3:3-8 and 1 Peter 1:23) and an active member (or equivalent) of his/her church.
4. The nominee may not be an employee or contractor of the Association or the spouse of an employee or contractor. This prohibition extends to: (i) faculty members; (ii) staff members; (iii) members of administration; (iv) auxiliary personnel; and (v) contractual personnel. Notwithstanding the general rule applicable to spouses, the Board may, in its good judgment, make an exception for the spouse of a part-time staff member or contractor, provided the employee or contractor serves in a non-sensitive area (e.g. office aide or kitchen aide).
5. The nominee must satisfy any additional requirements established by the Board of Trustees and the Bylaws that are consistent with the philosophy, purpose and objectives of the Association as set forth in Articles II, III and IV.

Notwithstanding the general eligibility provisions, in order to maintain broad church representation on the Board, the Board shall take reasonable measures to ensure that the nominees will not cause the total number of Trustees from any single church to exceed a majority of the Board.

SECTION 5, MANNER OF SELECTION AND TENURE. Trustees shall be elected by the members of the Association at the annual meeting described in Article VII, Section 1. Newly elected Trustees shall begin their terms as of the July 1 immediately following the annual meeting, but may be invited by the standing Board to attend interim Board meetings provided, however, that no new Trustee may vote on matters before the Board before July 1. In the event of a mid-term Board vacancy, the Board may appoint a former Trustee to fill the vacancy for the remainder of the school year. An appointed Trustee may vote in lieu of the vacated Trustee.

Nominees shall be elected for staggered three (3)-year terms, so that three (3) nominees shall be voted on at each annual meeting. A standing Trustee may run for reelection for a second consecutive three (3)-year term, provided the Trustee notifies the Board of his/her intent by such date as shall be determined by the Board. No Trustee may serve for more than two (2) consecutive three (3)-year terms; if a Trustee was initially appointed to fill a mid-term vacancy, the period of appointment shall not be credited against his/her term limit.

Notwithstanding the selection provisions described above, in the event there are not three (3) nominees and/or the skill sets of the nominees do not adequately replace the skill sets of one or more

standing Trustee whose term is set to expire, the Board may invite one or more standing Trustee to extend his/her term in one (1)-year increments, provided the following conditions are met: (i) the extension shall not cause the sitting Trustee to exceed the term limit describe above; (ii) no more than three (3) consecutive one (1)-year extensions may be granted to the sitting Trustee; and (iii) no more than eleven (11) Trustees will serve in a year. A standing Trustee who agrees to extend his/her term need not be reelected by the membership.

Notwithstanding the general tenure provisions described above, the Board may establish procedures for taking action, up to and including removal, in the event a Trustee fails to meet any of the eligibility requirements described in Section 4 while serving on the Board.

SECTION 6, TRUSTEES' MEETINGS. The Board shall hold regular meetings, and may hold additional meetings, at such time and place as may be designated by the President or Bylaws.

SECTION 7, QUORUM. A majority of standing Trustees shall constitute a quorum for transacting business.

SECTION 8, VOTING RIGHTS OF TRUSTEES. Each Trustee shall be entitled to one vote on matters coming before the Board, including recommendations by committees established under Article X. Except as otherwise provided in this Constitution, the majority vote of a quorum of Trustees shall constitute an act of the Board.

SECTION 9, LIABILITY AND INDEMNIFICATION. No Trustee shall be personally liable for the debts, liabilities or obligations of the Association. Furthermore, to the extent legally permissible, the Association shall indemnify each Trustee and Officer for all expenses and liabilities reasonably incurred by or imposed upon him/her in connection with any action, suit or proceeding in which he/ she may be involved by reason of his/her service in such capacity; provided, however, that no indemnification shall be provided for any such Trustee or Officer to the extent he/she shall have been finally adjudicated in any proceeding to be liable for gross negligence or willful misconduct.

ARTICLE IX- OFFICERS

SECTION 1, ELECTION AND DUTIES OF OFFICERS. At the June Board meeting, the Board shall elect by ballot from among the Trustees, a President, Vice-President, Secretary, and Treasurer. The term of each office shall be one year. These officers comprise the "Executive Committee" and shall be the legal representatives of the Association. They shall perform such duties as are required by law in the business and financial affairs of the Association.

SECTION 2, PRESIDENT. The President of the Board shall be the chief executive officer of the Association and shall preside at all meetings of the Board of Trustees, be an ex-officio member of all Board committees, and perform such other duties assigned by the Board of Trustees and the Bylaws. The President shall be the Chair of the Executive Committee but may not serve as chair of any other committee.

SECTION 3, VICE-PRESIDENT. The Vice-President of the Board shall perform the duties of the President in his absence and perform such other duties assigned by the Board of Trustees and the Bylaws.

SECTION 4, TREASURER. The Treasurer of the Board shall have charge of the funds, keep all monies in the name of and to the credit of the Association in such bank or banks, as may be designed by the Board, have full access to the books of account, and perform such other duties assigned by the Board of Trustees and the Bylaws.

SECTION 5, SECRETARY. The Secretary of the Board shall ensure there are accurate accounts of all meetings of the Board of Trustees, including attendance of all present at such meetings, prepare reports

for the Board whenever requested, and perform such other duties assigned by the Board, the President and the Bylaws.

ARTICLE X - COMMITTEES

The Board of Trustees may appoint standing, special and ad hoc committees for such purposes as it may deem advisable. All committees shall be chaired by a Trustee. The Administrator shall be a non-voting, ex-officio member of all committees, except as otherwise indicated in the Bylaws.

ARTICLE XI - PARENT ORGANIZATIONS

The Parent-Teacher Fellowship (the "PTF") shall be the official organization representing the particular needs and concerns of VCA's parent population, in a manner consistent with this Constitution and in accordance with the Bylaws. The Administrator shall be a non-voting, ex-officio member of PTF.

ARTICLE XII - NON-DISCRIMINATION

This Association shall not discriminate against any individual on the basis of gender, race, color, or national or ethnic origin in its enrollment of students at its school and neither shall it discriminate on the basis of sex, race, color, or national or ethnic origin, in its hiring practices, admissions, or tuition assistance distribution.

ARTICLE XIII - AMENDMENTS

This Constitution may be amended or repealed by a two-thirds vote of the members present and entitled to vote at any regular or special meeting called for that purpose, providing due notice and copies of all the proposed changes have been sent to each member of the Association at least ten (10) days prior thereto.

Notwithstanding anything to the contrary contained herein, neither the tenets of faith set forth in Article V, nor the requirement of their being subscribed to as a prerequisite for membership to the Association, nor the requirements of this paragraph, may be modified, amended, or left out of any new Constitution of this Association, unless affirmatively voted upon by 90% of the current membership then eligible to vote.

ARTICLE XIV - BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its meetings, Board, and committees having any of the authority of the Board, and shall keep at the registered or principle office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member or his/her agent or attorney, for any proper purpose, at any reasonable time, upon written approval of the Board of Trustees.