



BYLAWS OF DAYSPRING CHRISTIAN SCHOOLS, INC. “Bylaws”

Blacksburg, Virginia Incorporated March 12, 1999

(Revised July 2025)

(Board Interpretations Annotated March 2026)

PREAMBLE

Dayspring Christian Schools, Inc. (*also known as the School, Academy, or Corporation*) was formed as a non-stock, nonprofit corporation to primarily provide Christian education and training to school-aged children in the New River Valley and contiguous areas. The School shall admit the students of any race to all the rights, privileges, programs, and activities generally accorded or made available to students at the School. The School shall not discriminate based on race in the administration of its educational policies, admission policies, scholarship/loan programs, athletic programs, and other school activities.

Nota Bene: Any reference to the masculine gender shall not be restricted to that gender, but shall mean to include both female and male genders.

SCHOOL NAME

Dayspring Christian Academy is wholly owned by Dayspring Christian Schools, Inc.

ARTICLE I: STATEMENT OF PURPOSE

The purpose of the Academy is to provide a quality education based upon a totally biblical view of the world. Only in this context can an individual be adequately trained and equipped for service to God. We subscribe to the idea that quality academic instruction can be provided without compromising spiritual integrity.

- A. The administration and faculty of the Academy are in complete agreement with God's standard as revealed through His Word as the only legitimate pattern by which one may live a fulfilling life. God's Word is the standard against which all instruction at the Academy is measured. Our students learn to integrate their academic studies with the truth of God's Word. As a result, they receive the type of training needed to prepare them to live their lives with integrity.
- B. The Academy's curriculum takes into consideration the spiritual, physical and intellectual development of its students. The instructional program seeks to achieve the curricular goals without creating unnatural divisions between sacred and secular knowledge. The teachers and staff endeavor to relate to the students in a loving way. They also strive to develop an atmosphere of trust in which the spiritual development of each student can be enriched.
- C. In seeking to establish an environment in which spiritual nurturing can occur, the Academy is careful not to neglect its stated purpose to provide a quality academic education. Our academic goals are met through the employment of an academically sound curriculum, taught by academically qualified teachers in a traditional classroom setting.



ARTICLE II: STATEMENT OF FAITH

The basis of the Corporation shall be the Word of God (the Bible) interpreted by the following Statement of Faith:

- A. We believe the sixty-six books of the Old and New Testaments of Holy Scripture (the Bible) to be inspired by the Holy Spirit, the only infallible, authoritative, inerrant Word of God (*II Timothy 3:16; II Peter 1:21*).
- B. We believe there is one God, eternally existent in three persons: Father, Son, and Holy Spirit (*Genesis 1:1-2; Matthew 28:19; John 10:30*).
- C. We believe in the Lord Jesus Christ, Who is God the Son, conceived by the Holy Spirit and born of a virgin (*Isaiah 7:14; Matthew 1:23; Luke 1:35*); His sinless life (*Hebrews 4:15; 7:26*); His miracles (*John 2:11*); His vicarious and atoning death (*Isaiah 53:4-6; I Peter 2:24; Ephesians 1:7*), His resurrection (*John 11:25; I Corinthians 15:4*); His ascension to the right hand of God the Father where He intercedes for His people (*Mark 16:19; Hebrews 7:25*); His personal, visible return in power and glory (*Acts 1:11; Revelation 19:11*).
- D. We believe in the absolute necessity of regeneration by the Holy Spirit for salvation because of the exceeding sinfulness of human nature; and that men are justified on the single ground of faith in the shed blood of Jesus Christ, and that only by God's grace and through faith alone we are saved (*John 3:16-19; 5:24; Romans 3:23; 5:8-9; Ephesians 2:8-10; Titus 3:5*).
- E. We believe in the resurrection of both the saved and the lost: they that are saved unto the resurrection of life, and they that are lost unto the resurrection of damnation (*John 5:28-29*).
- F. We believe in the Universal Church as a spiritual unity of believers in our Lord Jesus Christ; and in the necessity of the local organized church for the nurture of Christians and their families by the ministry of the Word of God (*Ephesians 2:19-22; 4:11-16; Romans 8:9; I Corinthians 12:12-13; Galatians 3:26*).
- G. We believe in the present ministry of the Holy Spirit, Who indwells Christians uniting them as one in Christ, Who enables them to live a godly life and empowers them to serve in the church and community in the name of Christ (*Romans 8:13-14; I Corinthians 3:16,19-20, Ephesians 4:1-7; 30; 5:18*).

ARTICLE III: STATEMENT OF VALUES

The values of the Corporation shall be derived from the Word of God (the Bible) interpreted by the following statement of Values. This statement of values is to clarify the Corporation's understanding of relevant social issues but is not intended to govern the admissions policies of the Corporation.

- A. God's Grace: We affirm that God's grace is greater than all of our sin, and anyone who places their faith in Christ alone for salvation is no longer identified by their past sins but is cleansed and fully accepted in Christ. As followers of Christ, we are to pursue our own personal sanctification and growth in Christlikeness while demonstrating His love and compassion for all people. Because of this Grace and the promise of salvation, our school shall be a place where all individuals are encouraged to grow in faith.
- B. Biological Gender: We believe that God created each human biologically male or female as a reflection of His image; and we shall recognize each individual according to their God-given biological gender.



ARTICLE IV: MEMBERS

- A. General Criteria. Membership in the Corporation shall be limited to those persons who are in full agreement with the Statement of Purpose (*Article I*) and the Statement of Faith (*Article II*) and who so state in writing, and who have demonstrated an interest in and support of the affairs of the Corporation.
- B. Voting Members. Voting members shall consist of the following persons:
1. All parents with legal custody or legal guardianship, of children currently enrolled in the School (one (1) vote per parent), provided their financial account with the Corporation is in good standing, and they meet the previously stated general criteria for membership in the Corporation;
 2. Full-time employees of the School (one (1) vote per employee), provided they are in good standing with the Corporation;
 3. Any person not otherwise eligible to be a member, who is a current member of the Pastoral Advisory Commission (one (1) vote per PAC member) established by and described in Article VIII of these Bylaws, provided that he meets the previously stated general criteria for membership in the Corporation.
- C. Interpretation of Bylaws: Interpretation of Bylaws regarding membership qualifications and voting rights shall be made by majority vote¹ of the Board, whose ruling shall be binding until the Corporation approves a revision to the Bylaws and the new Bylaw takes effect.

ARTICLE V: BOARD OF DIRECTORS

The governing body of the Corporation shall be a Board of Directors (the Board) elected by the membership at the Corporation's Annual Meeting (*as defined in Article VII, Section A*) who shall operate the School in accordance with the Articles of Incorporation and the Bylaws.

- A. Eligibility of Board Membership. Persons elected to the Board shall be members in good standing with the Corporation who have demonstrated a commitment to the goals and objectives of the Corporation, who acknowledge Jesus Christ as personal Lord and Savior, who maintain a lifestyle that shows evidence of continued growth in Christ, obedience to Biblical standards of conduct, faithfulness in personal witness and testimony, are active members of a local evangelical Church (as defined In Section C), are in full agreement with the Statement of Purpose (*Article I*) and Statement of Faith (*Article II*) and who have signed a written statement to that effect, and are willing to submit to a criminal background check.
- B. Custodial parents or legal guardians of children currently enrolled in the School must be members of the Corporation for at least one (1) complete academic year to be eligible for nomination to serve on the Board. A maximum of two (2) elected members of the Board may have no children enrolled in the School as of July 1. Board members whose children graduate while the parent is in office may, with a majority vote¹ of the remaining Board, be considered members of the Corporation for the remainder of their current term should they desire to complete it. Only one (1) member of a family at a time is eligible for Board membership. Paid employees and current students of the school are not eligible for Board membership. However, minimal part-time service to the school (e.g. Less than one day a week of paid substitute teaching, maintenance, or cleaning services) will not automatically disqualify a Member of the Corporation from serving on the Board. Interpretation of Bylaws regarding Board eligibility for election purposes shall be made by majority vote¹ of the Board, whose ruling shall be binding until the Corporation approves a revision to the Bylaws and the new Bylaw takes effect.

¹ 2026 March: The Board defined "Majority Vote" as it pertains to votes taken by the Board as a majority of the votes cast whereby abstained votes do not count towards the total votes cast. This interpretation does not apply to votes tabulated at the Annual Corporate Meeting (*Article V, Par F, Corporate Vote; Article V, Par J; Article VIII, Par A; Article XIV, Par A; Article XIV, Par B*)



- C. An evangelical Church is defined in accordance with the New Testament terms "evangelion" (Mk. 16:15) or "evangelist" (e.g. Eph. 4:11) as a body of believers which embraces and proclaims by faith the "good news" of the Gospel of Jesus Christ in accordance with the examples and commands of Jesus as given in the Scriptures of the Old and New Testaments.
- D. Terms of Office. The members of the Board shall be elected for two (2) year terms commencing on the July 1 immediately following the Annual Meeting at which they were elected. After two (2) consecutive terms on the Board, a one-year sabbatical is required before a Board member may serve on the Board.
- E. Nomination of Board Members. The Board shall constitute itself a nominating committee for the naming of candidates for election to the Board. It will solicit and welcome all nominations by the members of the Corporation prior to April 1. Each voting member of the Corporation may submit up to four (4) nominations per election. The Board will prayerfully and carefully confirm the eligibility and willingness to serve of all nominees. Removal of a nominee from the election process requires the consent of at least seventy-five percent (75%) of the Board. The names of all confirmed nominees shall appear as candidates on the ballot. Every reasonable effort shall be taken to ensure that the number of candidates on the ballot exceeds the number of vacancies that result in a Board of nine (9) Board Members. Prepared sample ballots shall be distributed to the voting membership at least two (2) weeks prior to the Annual Meeting.
- F. Election of Directors. The number of candidates receiving the highest number of votes at the Corporation's Annual Meeting necessary to fill all vacancies on the Board shall be declared elected. Any relevant ties are to be broken by lot in a manner prescribed by a majority vote² of the Board. Provisions shall be made for absentee voting for Board elections during the two (2) weeks prior to the Annual Meeting. Absentee votes will not be counted toward constituting a quorum as described in Article VII, Section A, Paragraph 1. If the number of vacancies is greater than or equal to the number of candidates then the individual elections will be by majority vote of those votes entitled to be cast by the members present at a duly constituted Annual Meeting and those who voted in absentia.
- G. Composition of the Board. The Board shall consist of seven (7) to nine (9) members. It is desirable, but not mandatory, that the Board consists of both men and women at all times for the purpose of providing the Board with a balance of human gifts and family perspectives. Reasonable effort should be made to attain this goal.
- H. Vacancy. Should one (1) or more vacancies occur that will reduce the Board membership to less than nine (9), those vacancies may, at the Board's discretion, be filled with interim directors by a majority vote² of the Board. However, the Board shall make every reasonable attempt to always maintain at least seven (7) elected and/or interim directors. The terms of interim directors shall expire on June 30 following the next Annual Meeting. Interim terms shall not be counted against a member's right to be elected to two (2) consecutive full terms as described in Article IV, Section D.
- I. Resignation. Any Board member may resign by giving written notice to the President of the Board. If a Board member shall fails to attend three (3) consecutive regular Board meetings without an excuse acceptable to the Board, that Board Member shall be deemed to have resigned.
- J. Removal. A Board member may be removed from the Board by the affirmative vote of at least three-fourths (3/4) of the voting members of the Corporation at a special meeting of the Corporation called in accordance with Article VII, Section A of these Bylaws.

² 2026 March: The Board defined "Majority Vote" as it pertains to votes taken by the Board as a majority of the votes cast whereby abstained votes do not count towards the total votes cast. This interpretation does not apply to votes tabulated at the Annual Corporate Meeting (Article V, Par F, Corporate Vote; Article V, Par J; Article VIII, Par A; Article XIV, Par A; Article XIV, Par B)



- K. Conflict of Interest. Any Board member having an existing or potential interest in a contract or other transaction presented to the Board thereof for deliberation, authorization, approval or ratification, or any such person who reasonably believes such an interest exists in another such person, shall make full and frank disclosure of the interest to the Board prior to its acting on such contract or transaction. The interested party is required to disclose the nature and extent of his interest and any relevant and material facts known to him about the contract or transaction which might reasonably be construed to be adverse to the School's interests. The minutes of the meeting shall reflect the disclosures.

ARTICLE VI: OFFICERS

- A. Election of Officers. The Board shall elect annually from its membership a President, a Vice President, a Secretary, and a Treasurer (Collectively the Officers). The Officers of the Board shall be one and the same as the Officers of the Corporation. The duties and responsibilities of the Officers are described in Paragraphs 1 through 4 below.
1. President. The President shall preside at all meetings of the Corporation and of the Board.
 2. Vice President. The Vice President shall assist the President in his duties, and shall serve as President in the President's absence.
 3. Secretary. The Secretary shall be responsible for the timely recording of the minutes of all the meetings and proceedings of the Corporation and of the Board in a repository that is readily available to members of the Corporation and for the giving and serving of all notices provided for by these Bylaws. He shall, in general, perform such other duties as may be described by the Board, or the President, and as are incident to the Office of Secretary of a corporation under the laws of the Commonwealth of Virginia.
 4. Treasurer. The Treasurer shall represent the Board as a member of the Finance Committee acting as a financial liaison for the Board, Administrator (*as defined in Article VI*), and school employees for financial matters, as necessary. He shall maintain an appropriate working relationship with the Administrator and employees serving roles as accounts payable and accounts receivable for matters regarding financial stewardship and safeguarding of all funds and securities of the Corporation. He shall be responsible, when determined by the Board, for pursuing an external audit of the Corporation's financial records. He shall, in general, perform such other duties as may be described by the Board or President, and as are incident to the Office of the Treasurer of a corporation under the laws of the Commonwealth of Virginia.

ARTICLE VII: ADMINISTRATIVE OFFICERS AND EMPLOYEES

The administrative officers of Dayspring Christian Schools, Inc. shall consist of the Administrator and such other officers as deemed necessary by the Administrator and the Board.

- A. Administrator. The Board shall appoint the Administrator, who shall be a non-voting ex officio member of the Board. He shall also serve as an ex officio member of those committees which he and the Board deem appropriate, and provide input and advice to committees as appropriate. The Administrator shall hold office at the discretion of the Board.
1. Qualifications. The Administrator's personal conduct and character should be consistent with the characteristics of overseers and deacons as described in the Bible (*1 Timothy 3:1-13*). The Administrator must be one who acknowledges Jesus Christ as personal Lord and Savior, is in full agreement with the Statement of Faith (*Article I*) and the Statement of Purpose (*Article II*) and is willing to sign a written statement to that effect as a condition of his employment, and be willing to consent to a criminal background check. The Administrator shall commit to a program of study and practice as may be established by the Board.



2. Responsibilities. The Administrator is the Chief Executive Officer of the School. He/she shall have full charge of the administration and educational program of the School, and shall be responsible to the Board for carrying out all policies of the Board in a manner fully consistent with the Statement of Faith and Statement of Purpose. He/she shall employ and discharge all educational and administrative personnel of the School with the advice and consent of the Board in a manner prescribed by the Board. He/she shall be the Chairman of the School faculty and staff and, as such, shall be the official medium of communication between the faculty and staff and the Board. He/she shall prepare and submit an annual written report to the Board of the work and condition of the School and shall present from time to time for its consideration such measures as he/she shall consider necessary or expedient concerning any matter for which the Board is responsible. He/she shall serve as the chief spokesperson for the school; representing the School to churches, religious groups, other Christian Schools, local, state, and federal governmental agencies, and the local community. He/she shall discharge all such other duties as pertains to the Office of School Administrator and such additional duties as may be assigned by the Board.
- B. Employees. All employees of the School shall as a condition of employment maintain a lifestyle that shows evidence of continued growth in Christ, obedience to Biblical standards of conduct, faithfulness in personal witness and testimony, be active members of a local evangelical Church (*as defined in Article IV, Section C*), be in full agreement with the Statement of Purpose (*Article I*) and Statement of Faith (*Article II*) and sign a written statement to that effect, and be willing to submit to a criminal background check.

ARTICLE VIII: MEETINGS

- A. Corporation Meetings. The Corporation shall meet annually (the Annual Meeting) in the month of May at a time and place designated by the Board of Directors, provided that written notice is given at least two (2) weeks in advance of the meeting. Additional meetings shall be held as often as the Board deems advisable, with proper notice. The President of the Board shall call a special meeting of the Corporation if at least twenty percent (20%) of its voting membership request it in writing or at the request of a majority of the members of the Board.
 1. Quorum. At least twenty percent (20%) of the full voting membership, including the President or, in his absence, the Vice President, shall constitute a quorum at all duly called Corporation meetings. If a quorum cannot be reached at the regularly scheduled Annual Meeting, the Board shall reschedule the Annual Meeting for the earliest possible date which meets the requirements for notification.
 2. Business of the Corporation. At the Annual Meeting, the President shall give a report of the actions taken by the Board and the activities and progress of the School. The Treasurer shall give an accounting of the finances.
 3. Real Estate. Resolutions for the purchase, encumbrance or alienation of real estate of the Corporation shall be approved by a two-thirds (2/3) vote of all members present at a duly called and constituted Corporation meeting.
 4. Voting. Unless addressed elsewhere in these Bylaws, the required majority vote of those votes entitled to be cast by the members present at a duly constituted Corporation meeting shall be necessary for the adoption of any matter voted upon by the members.
 5. Extenuating Circumstances: If circumstances arise which inhibit the ability of the Corporation to meet for the Annual Meeting or reach a quorum after scheduling a second meeting, the Board may vote to conduct Essential Corporate Business utilizing virtual means. The Board shall approve and publish the requirements for the virtual meeting at least two (2) weeks prior to the proposed meeting. Essential Corporate Business shall be limited to giving the annual report and election of Board Members.



- B. Board Meetings. The Board shall normally meet monthly. At least fifty percent (50%), not counting ex officio members, shall constitute a quorum, including the President, or, in his absence, the Vice President. Special meetings shall be called by the President or at the request of three (3) members of the Board, provided, however, that every reasonable effort is made to notify all members of the Board at least twenty-four (24) hours in advance of the said special meeting. All meetings of the Board may be observed by members in good standing of the Corporation. However, the Board may meet in executive session for the purposes of reviewing the performance or salaries of employees, consideration of the qualifications of potential employees, or other matters which may require confidentiality.

ARTICLE IX: COMMITTEES

- A. Standing Committees. Certain powers of the Board may be delegated to Standing Committees. The Standing Committees are the Building and Grounds, Educational Policy and School Life, Development and Public Relations, Admissions, Scholarship and Student Aid, and Finance. The duties and responsibilities of these committees are described in Paragraphs 1 through 6 below. The Board shall make every effort to fill Standing Committees. If any Standing Committees cannot be filled, the duties and responsibilities shall be fulfilled by the Board.
1. Building and Grounds Committee. The Building and Grounds Committee will review and make recommendations on all School matters affecting planning, general maintenance, and building construction.
 2. Educational Policy and School Life Committee. The Educational Policy and School Life Committee will review and make recommendations on all School matters affecting educational policy, academic programs, and School life, specifically as these matters relate to School objectives, the efficiency of School operations, and quality of programs. The Educational Policy and School Life Committee shall develop a system of evaluation for use by the Board in assessing the performance of the Administrator.
 3. Development and Public Relations Committee. The Development and Public Relations Committee will review and make recommendations on all School matters affecting development and public relations of the School, specifically as such matters relating to the Schools constituency and to raising the necessary financial support for the School. The Development and Public Relations Committee shall promote church relations, community relations, relations with other Christian schools, corporate and foundation support, and alumni relations.
 4. Admissions Committee. The Admissions Committee shall recommend the policies governing the selection of student applicants for admission to the School and the establishment and procedures to be employed in the admissions process, and, upon the recommendation of the Administrator, shall approve or disapprove the admission of all applicants.
 5. Scholarship and Student Aid Committee. The Scholarship and Student Aid Committee shall recommend the policies for the granting of scholarship funds and other forms of student aid. As an integral part of the budget process, it shall identify the annual resource requirements for the Scholarship Fund and, working with the Development and Public Relations Committee, shall assist in raising the necessary scholarship funds for the School. It shall approve or disapprove the granting of scholarships and/or student aid for all applicants for such assistance, subject to Board review.
 6. Finance Committee. The Finance Committee shall be responsible for submitting to the Board an annual budget, detailing in full all expected revenues and proposed expenditures for the period of the budget. The Finance Committee shall develop the budget conjointly with the Administrator and shall seek input from all appropriate persons or committees.



- B. Special Committees. The Board may establish Special Committees from time to time as established by circumstances. All Special Committees shall be automatically dissolved at the completion of the fiscal year unless otherwise recommissioned by the Board.
- C. Membership and Terms of Appointment. The Board shall make all appointments to the Standing and Special Committees. Members of the Standing and Special Committees shall be appointed for one (1) year terms and shall be eligible for reappointment after the expiration of any term of service. Committee members shall be appointed from the membership of the Corporation; however, they need not be members of the Board. An official representative of the Board shall be appointed to each committee and may serve as its chairperson. The representative shall be an elected member of the Board and shall be appointed by the Board, normally at its first meeting following the Annual Meeting. Under normal circumstances, a Board member shall serve as the representative to only one (1) committee in any given year.
- D. Powers and Reporting. Each Standing and Special Committee shall present its recommendations to the Board for appropriate action. Minutes shall be kept, recorded, and retained for a reasonable time, as determined by the Board.
- E. Vacancies. Any vacancies occurring on any Standing or Special Committee may be filled for the unexpired term by appointments made by the Board.
- F. Meetings and Notices. Meetings of the Standing and Special Committees may be called by the chairman of the respective Committee or by the President. Each Committee shall meet as often as is necessary to perform its duties. Oral or written notice of time and place of the meeting may be given. Action may be taken without a meeting by a writing setting forth the action so taken and signed by each member of the Committee entitled to vote.
- G. Quorum. A majority of the voting members of a Standing or Special Committee, including its chairman or duly appointed acting chairman, shall constitute a quorum for the transaction of business.

ARTICLE X: PASTORAL ADVISORY COMMISSION (PAC)

The purpose of the PAC is to advise the Board concerning the spiritual implications of its business in order that spiritual integrity to the Word of God is maintained in all affairs of the School. To this end, its members shall keep informed of the business of the Board and shall be available to the Board or Administrator, as applicable, to give advice as required.

- A. Membership Requirements. Each member of the PAC:
 - 1. Must be an ordained Pastor³ of a church that can subscribe to the Statement of Faith (*Article II*) of the School;
 - 2. Must himself subscribe to the Statement of Faith as the sufficient and true principle of faith, the spiritual criteria alone by which the School may be operated;
 - 3. Must be in full agreement with the Statement of Purpose by which the School will be governed and operated;
 - 4. Must be a man with a heart for Christian School education, committed to its value and necessity.
- B. Organizational Structure. The membership shall be composed of between three (3) to five (5) pastors, each of whom has been approved by both the Board of Directors and the members of the Pastoral Advisory Commission. From these members, a Convener (Chairman) and a Clerk (Secretary) shall be elected by the Pastoral Advisory Commission.

³ An "ordained Pastor or elder" is used here to refer to an individual believer who has been uniquely set aside to the teaching and/or preaching ministry of the Word of God as proclaimed in the Scriptures of the Old and New Testaments by a body of believers, as a result of demonstrating the appropriate fruit of the Spirit (e.g., 1 Corinthians 12:28, Galatians 5:22, Ephesians 4:11-13) in accordance with the examples and principles of Scripture for such elders (e.g., Acts 6:2-4, 1 Timothy 3:2-10, Titus 1:5-9).



1. Convener. The Convener shall conduct the business of the meetings and shall call the meetings by giving due notice to each of the members.
2. Clerk. The Clerk shall keep a record of all business and handle communications to and from the Commission. He shall also submit the minutes of each meeting to the Secretary of the Board of Directors. All business of the Board of Directors shall also be forwarded to the Clerk of the Pastoral Advisory Commission.
- C. Meetings. The meetings of the Pastoral Advisory Commission shall be as required to fulfill its Purpose in order to review the business of the Board of Directors, but shall not be less than once every three (3) months. Special meetings may be called by two (2) or more members through the Convener or the Clerk (in the Convener's absence).
- D. Quorum. A quorum shall be a majority, one (1) of whom shall be the Convener or the Clerk (in the Convener's absence).
- E. Relationship with the Board. The Board shall be notified of all meetings of the PAC. The following members of the Board shall ordinarily attend the meetings in an ex officio capacity, the Administrator to represent the School, and the Board liaison to represent the Board.
- F. Right of Representation at Board Meetings. The right of representation at any meeting of the Board or Corporation shall be granted to the PAC upon prior notice to the Secretary or President of the Board. The PAC may request the Board to meet with it upon prior notice.

ARTICLE XI: OPTIONAL PARENT TEACHER FELLOWSHIP (PTF)

The PTF is an organization which includes in its membership all custodial parents and guardians of currently enrolled students and staff members of the School.

- A. Purpose. The purpose of the PTF is to foster close relationships between the home and the School and to encourage parents and staff to cooperate in various activities such as recreation, family educational seminars, and School fundraising events. While the PTF is not part of the governing body of the School, it has a very important role to play in ensuring the School's ability to achieve its objectives. Members of the PTF may be called upon to assist and advise the Board and the Administrator in accomplishing their specific responsibilities.
- B. Organization. The PTF may organize itself in such a way as to enable it to achieve its purposes, provided that its organizational structure, policies, and procedures are fully consistent with the Articles of Incorporation and Bylaws.
- C. Representation on Board. A representative of the PTF may serve as a non-voting, *ex officio* member of the Board.

ARTICLE XII: CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.

- A. Execution of Contracts. The Board may authorize any officer or officers, agent or agents, in the name of or on behalf of the Corporation, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances. No loan shall be contracted on behalf of the Corporation and no negotiable paper shall be issued in its name unless authorized by the Board.
- B. Checks, Drafts, etc. All checks, drafts, and other orders for payment out of the funds of the Corporation, and all notes or evidence of indebtedness of the Corporation shall be executed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board.



- C. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories and in such accounts as the Board shall direct.

ARTICLE XIII: FISCAL YEAR AND AUDIT

- A. General. The fiscal year of the Corporation shall commence on July 1 in each year, as recommended by a tax advisor. At least once a year there shall be a review of the books and accounts of the School by an independent third party of good standing and reputation, as designated by the Board. The results of the audit shall be made readily available to all members of the Corporation.

ARTICLE XIV: AMENDMENTS

- A. General. All Articles of these Bylaws, except the Statement of Purpose (*Article I*) and Statement of Faith (*Article II*), may be amended by a two-thirds (2/3) vote at a duly constituted Annual Meeting, provided that the Corporation shall have been first advised in writing by the Board of the proposed change or changes at least two (2) weeks prior to the Annual Meeting. Proposed changes shall be submitted to the Board by voting members of the Corporation no later than March 1 to allow for their timely dissemination to members of the Corporation and inclusion in the planning and preparation of the agenda for the Annual Meeting.
- B. Amendment of Statement of Purpose and Statement of Faith. A proposed change or changes to the Statement of Purpose (*Article I*) and/or Statement of Faith (*Article II*), may be approved by a two-thirds (2/3) vote at a duly constituted Annual Meeting of the Corporation, subject to ratification by a two-thirds (2/3) vote at the next succeeding Annual Meeting; provided that the Board shall have previously approved the proposed change(s) and that the membership shall have then been advised in writing by the Board of the proposed change or changes at least (2) weeks prior to each of those Annual Meetings. Proposed changes shall be submitted to the Board by voting members of the Corporation no later than February 1 of the relevant Annual Meetings to allow for their timely dissemination to members of the Corporation and inclusion in the planning and preparation of the agenda for the Annual Meeting.
- C. Reconciliation: In order to plan and prepare for the Annual Meeting, the Board shall have until four (4) weeks prior to the Annual Meeting to reconcile submitted changes to the Bylaws, Statement of Purpose, and Statement of Faith; provided the Board
1. coordinates all changes with the Member(s) who proposed the amendment;
 2. the reconciled amendment does not alter the intended purpose of the proposed change; and
 3. the proposing Member(s) is given the reconciled amendment at least four (4) weeks prior to the Annual Meeting for concurrence.

Reconciliation shall be restricted to the following:

1. grammar and spelling errors within the proposed changes;
2. reword proposed amendments to make them consistent with the language and format used in the current Bylaws which includes the use of defined terms;
3. assign Article and Paragraph annotations to amendments and adjust the proposed location of amendments in order to preserve the flow of the document;
4. divide amendments into multiple ballot measures provided the intent of the overall measure would not be altered if one ballot measure passes and the other does not.
5. Expand amendments to include adjustments to other sections of the document which may reference new or reworded paragraphs; and



6. Combine multiple amendments proposed to enact the same or similar changes to the Bylaws into a single ballot measure if appropriate.

The reconciliation process shall only be used at the request of the Board and requires the approval of the proposing Member(s). If a reconciled ballot measure acceptable to the proposing Member(s) and the Board cannot be reached by three (3) weeks prior to the Annual Meeting the proposing Member(s) may withdraw the amendment or the Board shall present the original amendment to the Corporation.

- D. Special Voting: In the event that multiple proposed revisions to the Bylaws, Statement of Purpose, or Statement of Faith conflict with one another, amend the same Article, or would create conflicts within the document, and the proposed changes cannot be reconciled as outlined in Paragraph C, the Board may approve the following Special Voting procedures to ensure multiple ballot measures are not approved which would create conflicts within the governing documents provided the Special Voting rules are clearly presented to Members at least two (2) weeks prior to the Annual Meeting.
 1. Proposed Revisions shall be presented as Option A, and Option B on a single ballot measure where Option C is "No Changes to the Bylaws."
 2. Members shall be instructed to vote on only one of the proposed options and any ballots with multiple votes or no votes on the measure shall be counted as No Change.
 3. If neither of the proposed changes obtain two-thirds (2/3) vote at a duly constituted Annual Meeting then both amendments will be defeated.
 4. In the case of Statement of Purpose and Statement of Faith, Special Voting procedures cannot remove the requirement for ratification at the next succeeding Annual Meeting as outlined in Paragraph B.



Articles of Incorporation

DAYSPRING CHRISTIAN SCHOOLS, INC.

A scanned copy of the original document is available in the school office

The undersigned, pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, hereby associate to form a non-stock membership corporation, and to that end set forth the following:

1. The name of the corporation shall be DAYSPRING CHRISTIAN SCHOOLS, INC. (the “Corporation”).
2. The purpose of the Corporation is to establish, own and operate an independent Christian school or schools, providing quality religious and academic education to students enrolled in the school(s), as well as any other lawful purpose permitted by Virginia law and not in conflict with the other provisions of these Articles of Incorporation.
3. Notwithstanding the foregoing, this Corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law. In pursuance of the foregoing purpose, the Corporation shall be operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on



any other activities not permitted to be carried on (1) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or (2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

4. Members of the Corporation are the parents and/or legal guardians of the children enrolled in Dayspring Christian Schools, and other persons associated with the Corporation who meet the criteria for membership as defined in the Bylaws. The voting rights and privileges of members are specified in the Bylaws.

5. The affairs of the Corporation shall be managed by a Board of Directors, in accordance with the Bylaws of the Corporation. The initial number of Directors of the Corporation shall be six (6), and the number of Directors may be increased or decreased from time to time by amendments to the Bylaws. The Directors shall be elected by and form the voting membership at the annual membership meeting, as specified in the bylaws.

6. The names and addresses of the persons to serve as initial Directors are as follows:

<u>Name</u>	<u>Address</u>
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Theodore Soper	
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Bob Anderson	
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Lynn Almond	
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Carvel Holton	
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Lucy Paulette	
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Merci Quinones	
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7. The initial registered office of the Corporation is to be located at 205 Church Street, Blacksburg, Virginia, 24060, which is located in Montgomery County, Virginia. The name of the initial registered agent is Harriet D. Dorsey, Attorney at Law, a resident of Virginia and a member of the Virginia State Bar, and whose business office is the Corporation's registered office.

8. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suite or proceeding,



whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in connection with such action, suite or proceeding; provided, however, that no such indemnification shall be made in such director, officer, employee or agent shall have been determined to be guilty of gross negligence or willful misconduct in the performance of his duty as such director, officer, employee or agent. In the absence of a judicial or administrative determination of gross negligence or willful misconduct (in which plea of *nollet contendere* or its equivalent shall not be considered such a judicial or administrative determination), the indemnification shall be made if a determination that no gross negligence or willful misconduct exists, which determination shall be made by the Board of Directors by majority vote of a quorum consisting of directors who are not parties to such action, suit or proceeding, or, if such a quorum of disinterested directors so directs, by independent legal counsel and written opinion. The indemnification herein grants shall inure to the benefit of such present or future directors, officers, employees and agents, and their heirs, executors and administrators. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement or otherwise.

9. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, prepare a plan of disposal of all of the assets of the corporation in such a manner or to such organization or organizations, organized and operated exclusively for charitable, religious, scientific, educational or such other exempt purpose as shall at the time qualify as an exempt organization or organizations under Article 501(c)(3) of the Code; such plan to be ratified by a majority of the voting members assembled at a meeting of the Corporation called in accordance with the Bylaws, prior to execution of the plan by the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set her hand this 10th day of March, 1999

Harriet D. Dorsey, Incorporator