

BY-LAWS

OF

KINGDOM CHRISTIAN ACADEMY
OF CALLAWAY COUNTY, MISSOURI
(AMENDED AUGUST 21, 2007.)

ARTICLE I - NAME, SEAL AND OFFICE

Section 1. Name. The name of this Corporation is Kingdom Christian Academy of Callaway County, Missouri.

Section 2. Seal. There shall be no formal seal for the corporation.

Section 3. Registered Office. The initial registered office of the Corporation shall be at 28 North Eighth Street, Guitar Building, Suite 411, Columbia, MO 65201. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint. Until further change, the name of the registered agent for the Corporation at the above address shall be Mallory V. Mayse.

ARTICLE II - PURPOSE

The purpose or purposes for which the corporation is organized is to establish and operate a Christian school for educational and religious instruction including a preschool program, kindergarten and grades one through twelve inclusive to glorify God through the lives of our students, families and staff; to provide a spiritual and academic environment of Christ-centered love, discipline and forgiveness in which personal growth in body, mind and spirit will flourish; to seek out those individuals who have realized God's call to serve in ministry to children and families in the areas of spiritual and academic teaching and discipline through Christlike love and encouragement; to enhance Godly parenting and spiritual training at the church by serving as an extension of the Christian home and church to assist parents in equipping their children spiritually, academically and physically to become Godly and productive citizens, parents and servants of God without assuming God-given parental responsibilities or usurping the Biblical authority of parents, and to engage in any and all lawful activities related or incidental thereto including those exclusively within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III - ADVISORY COUNCIL

Section 1. Members. The Advisory Council shall consist of five (5) men who shall select the Directors of this corporation and fill vacancies on the Board of Directors annually by July 15 and otherwise provide advice and counsel to the Board of Directors. The number of members may hereafter be reduced or expanded.

Section 2. Powers. Members of the Advisory Council shall attend regular meetings of the Board of Directors quarterly acting in an advisory capacity only, but shall not have voting privileges at any Board of Directors meetings. The Board shall hear and give due consideration to any recommendations of the Advisory Council. The Advisory Council shall receive and evaluate letters of desire for service on the Board of Directors from candidates for the Board and further ascertain that members appointed to the Board possess the qualifications necessary to serve on the Board of Directors.

Section 3. Qualifications. The Advisory Council shall include spiritually mature men who meet the qualifications of 1 Timothy 3:1-13 for Overseers and Deacons and who are devoted to Christian education and who are in agreement with the Statements of Purpose/Faith and Doctrine of this corporation. Specifically, all members of the Advisory Council should:

- a. Possess a Christlike character displaying honesty, high moral standards and humility;
- b. Possess a good basic foundation of scriptural principles and be actively living out those truths in his personal life;
- c. Be one who practices the scriptural principle of tithing;
- d. Be maintaining a Christ-centered home;
- e. Be committed to upholding without compromise the Statement of Purpose/Faith and Doctrine of Kingdom Christian Academy of Callaway County, Missouri; and
- f. Have a sincere interest in Kingdom Christian Academy of Callaway County, Missouri and Christian education.

Section 4. Terms. The initial five (5) members of the Advisory Council shall serve unlimited terms and shall select their own successors in the event of a vacancy.

Section 5. Officers. The Council shall elect among themselves a Chairman, Vice-Chairman and Secretary to conduct any Advisory Council meetings. The Chairman, or Vice-Chairman in his absence, shall preside at all meetings of the Advisory Council.

Section 6. Election, Resignation and Vacancies. Any member of the Advisory Council may resign at any time by giving written notice of such resignation to the Advisory Council and Board of Directors. Any vacancy on the Advisory Council occurring during the year shall be filled by the remaining members of the Advisory Council until a successor member can be selected and installed.

Section 7. Removal. Any member of the Advisory Council may be removed for cause by a majority vote of the Advisory Council when qualifications for the Advisory Council are no longer being met by a member. However, any member whose removal is proposed shall first be given a written statement of the reasons for such removal and given an opportunity to reply in writing and be heard prior to any decision on the proposed removal.

Section 8. Regular Meetings. Meetings of the Advisory Council shall be held as necessary to fulfill the responsibilities of the Advisory Council. The Advisory Council shall attend regular meetings of the Board of Directors on a quarterly basis and shall also attend the annual meeting of the Board of Directors on the third Tuesday of July each year. The Advisory Council may attend other meetings of the Board as special needs arise.

Section 9. Notice of Meetings. Notice of all Advisory Council meetings, except as otherwise provided herein, shall be given by mailing **or email**¹ the same at least seven (7) days before the meeting to the usual business or residence address of the members, but such notice may be waived in writing by any member. Any meeting of the Advisory Council may be held at such reasonable times and places which shall be determined by the Council. Any business of the Advisory Council may be transacted at any Council meeting at which a quorum is present. At any meeting at which every Council member shall be present even though without any notice or waiver thereof, any business may be transacted.

Section 10. Quorum. At all meetings of the Advisory Council a majority of the current acting members of the Advisory Council shall be necessary and sufficient to constitute a quorum for the transaction of any business and the act of a majority of the Council members present at any meeting at which there is a quorum shall be the act of the Advisory Council, except as may be otherwise specifically

¹Amended August 21, 2007 by 2/3 majority vote of Board of Directors.

provided by statute or these By-laws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice.

ARTICLE IV - DIRECTORS

Section 1. Election. The business, property and day to day operations of the Corporation shall be managed and controlled by the Board of Directors. The initial Board of Directors shall be seven (7) in number as named in the original Articles of Incorporation. The number of Directors may hereafter be expanded. Terms of the initial Board designated in the Articles of Incorporation shall end for two (2) directors on June 30, 1996, for two (2) directors on June 30, 1997 and for three (3) directors on June 30, 1998 or until their successors are chosen, elected and qualified. Those directors filling said terms shall be designated by the Board of Directors at its initial meeting. Thereafter Directors shall be elected to fill vacancies on the Board of Directors by the Advisory Council for three (3) year terms beginning on August 1 and ending on July 31, of the appropriate years and shall serve until their successors are chosen, elected and qualified.

Section 2. Powers. The powers of the Board of Directors shall include the hiring and firing of all personnel, appointment of appropriate committees, fiscal and program policies, approval of program plans and priorities, general administration and assuring compliance with intended purposes of incorporation as described in the Article of Incorporation.

Section 3. Qualifications. The Board of Directors shall include spiritually mature persons who are devoted to Christian education and are in agreement with the Statements of Purpose/Faith and Doctrine of this corporation. Candidates for selection to the Board of Directors shall submit a letter of desire for service to the Advisory Council on or before May 1 each year. Such letters of desire shall include, but not be limited to, the following:

- a. their personal testimony of a relationship with Christ;
- b. their reasons for desire to serve on the Board of Directors;
- c. their philosophy of Christian education; and
- d. their vision for Kingdom Christian Academy.

Further, all members elected to the Board of Directors shall:

- a. Possess a Christlike character displaying honesty, high moral standards and humility;
- b. Possess a good basic foundation of scriptural principles and be actively living out those truths in his or her personal life;
- c. Be one who practices the scriptural principle of tithing;
- d. Be maintaining a Christ-centered home;
- e. Be committed to upholding without compromise the Statement of Purpose/Faith and Doctrine of Kingdom Christian Academy of Callaway County, Missouri; and
- f. Have a sincere interest in Kingdom Christian Academy of Callaway County, Missouri and Christian education.

Section 4. Resignation. Any Director may resign at any time by giving written notice thereof to the Advisory Council and other Directors.

Section 5. Removal. Any Director may be removed for cause by majority vote of the Board of Directors, after hearing advice from the Advisory Council, if such Director ceases to meet the qualifications of a Director. However, any Director whose removal is proposed shall first be given a written statement of the reasons for such removal and given an opportunity to reply in writing and be heard prior to any decision on the proposed removal.

Section 6. Vacancies. Any vacancy on the Board of Directors occurring during the year shall be filled by the Advisory Council for the unexpired portion of the director's term in the same manner as the person whose departure created the vacancy until such time as a successor Director may be selected.

Section 7. Officers. At its annual meeting, the Board shall elect by majority vote among its members a President, Vice-President, Secretary and Treasurer. All officers shall serve one-year terms beginning August 1 and ending July 31.

Section 8. Regular Meetings. Regular meetings of the Board of Directors shall be held annually at 7:00 p.m. on the 3rd Tuesday of July each year. Monthly meetings shall be held at the time and place designated by the Board of Directors. As the Board may determine necessary or as special needs arise,

regular meetings or special meetings of the Board may be held more frequently at such time and pace as determined by the Board of Directors.

Section 9. Special Meetings. Special Meetings of the Board of Directors may be called by the President or on the written request of any two members of the Board of Directors.

Section 10. Notice of Meetings. Notice of all Directors' meetings, except as herein provided shall be given by mailing **or email**² the same at least seven (7) days before the meeting to the usual business or residence address of all Directors, but such notice may be waived in writing by any Director. Regular meetings of the Board of Directors may be held without prior notice at such regular time and place as shall be previously determined and announced by the Board at any regular meeting of the Board. Any business may be transacted at any Directors' meeting where a quorum is present. At any meeting at which every Director shall be present even though without any notice or waiver thereof, any business may be transacted.

Section 11. Presiding Officer. At all meetings of the Board of Directors, the President or Vice-President in the President's absence, or in their absence a person chosen by the Directors shall preside.

Section 12. Quorum. At all meetings of the Board of Directors a majority of the acting Directors shall be necessary and sufficient to constitute a quorum for the transaction of any business and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or these By-laws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without any further notice.

Section 13. Residual Powers. All the corporate powers, except such as are otherwise provided for in these By-laws, and in the laws of the Constitution of the State of Missouri, shall be and are hereby vested in and shall be exercised by the Board of Directors.

Section 14. Actions by Consent to Action Without Meetings. Upon the initiation of the President of the Corporation or that person exercising the powers of the President of the Corporation at the time of the initiation of the action, a proposed action by the Board of Directors may be adopted by the Board if a written description of said action in the form of a resolution is delivered to each member of the Board and if each and every member of the Board approves in

²Amended August 21, 2007 by 2/3 majority vote of Board of Directors.

writing said resolution in advance of said resolution taking effect.

ARTICLE V - OFFICERS

Section 1. Officers. The officers of the Corporation shall consist of a President, a Vice-President, a Secretary and a Treasurer. The officers shall be members of the Board of Directors and shall be elected by the Board of Directors at its annual meeting to serve one (1) year terms beginning August 1 and ending July 31 each year. Any two or more offices, except President and Secretary, may be held by the same person. Any officer may be removed by the Board of Directors at any time for cause, following the same procedures as removal of a Director described above.

Section 2. President. The President shall preside at all meetings of the Board of Directors. He or she shall act as general administrative head of the Corporation, exercising general control and supervision over the affairs of the Corporation and over the other officers, agents, and personnel of the Corporation. He or she shall perform all duties incident to the office of the President and such other duties as the Board of Directors may assign.

Section 3. Vice-President. The Vice-President shall do and perform all such duties and services as shall be assigned or required by the Board of Directors or President and shall without limitation, act in the place of the President and shall be empowered to perform all acts which the President is authorized to perform in case of his or her absence or inability to serve.

Section 4. Secretary. The Secretary shall attend all meetings of the Board of Directors and shall keep true and complete records of the proceedings of such meetings. He or she shall give and serve all notices, keep a roll of the members, and file and preserve all important documents, records, reports and communications. He or she shall perform such other duties as the Board of Directors or President may prescribe.

Section 5. Treasurer. The Treasurer shall keep complete records of account, showing accurately the financial condition of the Corporation. He or she shall be the legal custodian of all moneys, notes, securities and other valuables which may from time to time come into the possession of the Corporation; shall promptly deposit all funds of the Corporation into the Corporation's accounts in reliable banks or other depositories designated by the Board of Directors; and shall furnish at meetings of the Board of Directors, or whenever requested by the President, a statement of the financial condition of the

corporation and shall perform such other duties as the Board of Directors or President may prescribe.

Section 6. Additional Officers. Additional officers of the Corporation may be designated by the Board of Directors from time to time as it shall deem necessary.

ARTICLE VI - COMMITTEES

The Board of Directors May appoint such committees as are deemed desirable, including an executive committee to whom may be delegated from time to time and until further order of the Board of Directors any of the powers of said Board in connection with the management of the affairs of the Corporation. Such committees may be temporary or continuing, shall act under the supervision of the Board of Directors, and shall act with respect to such special or general problems as the Board of Directors may from time to time determine. Members of such committees may be removed at any time with or without cause, and all or any of such committees may be terminated at any time by the Board of Directors.

ARTICLE VII - CONTRACTS

The Board of Directors, except as these By-laws otherwise provide, may authorize any officer or agent to enter into any contract and execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any powers or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

ARTICLE VIII - ANNUAL MEETINGS

The annual meeting of Corporation shall be held in Callaway County, Missouri on the third Tuesday in July, each year.

ARTICLE IX - FISCAL YEAR

The fiscal year of the Corporation shall commence on July 1 and end on June 30 of each year.

ARTICLE X - POLITICAL ACTIVITIES

No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, or for the purpose of participating in, or intervening in, any political campaign on behalf of any candidate for public office.

ARTICLE XI - TAX EXEMPT STATUS

It is intended that the Corporation shall possess the status of any organization exempt from federal income taxation under the provision of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or hereafter amended. Accordingly, no part of the affairs of the Corporation shall be administered, directly or indirectly, which might in any way whatsoever jeopardize the tax exempt status of the Corporation.

ARTICLE XII - AMENDMENTS

The Board of Directors shall have the power to make, alter, amend and repeal the By-laws of the Corporation by an affirmative vote of a majority of the Board; provided, however, that the action is proposed at a regular or special meeting of the Board and adopted at a subsequent regular or special meeting except as otherwise provided by law.

Adopted July 18, 1995.

_____(Signed Copy on File)_____
Debra J. Love - Secretary

Amended August 21, 2007.

Randall Jennings - Secretary