

**BYLAWS OF
SAN ANGELO CHRISTIAN ACADEMY
A TEXAS NON-PROFIT CORPORATION**

1. STATEMENTS OF FAITH, PHILOSOPHY, AND POLICY

1.01 Faith.

The Board of Directors of the Corporation shall adhere to the following statements of faith:

- (a) We believe in the Scriptures of the Old and New Testaments as being inspired by God and inerrant in the original writing, and that they are of supreme and final authority in faith and life.
- (b) We believe in one God, eternally existing in three persons: Father, Son, and Holy Spirit.
- (c) We believe that Jesus Christ was begotten by the Holy Spirit, born of the Virgin Mary, and is true God and true man.
- (d) We believe that man was created in the image of God; that he sinned, and thereby incurred not only physical death, but also that spiritual death which is separation from God;
- (e) We believe that man was created by a direct act of God and not from previously existing forms of life; and that all men are descended from the historical Adam and Eve, first parents of the entire human race.
- (f) We believe that the Lord Jesus Christ was totally without sin, that He died for our sins, according to the Scriptures, as a representative and substitutionary sacrifice; and that all who believe in Him are justified on the grounds of His shed blood.
- (g) We believe in the resurrection of the crucified body of our Lord, in His ascension into Heaven, and in His present life there for us, as High Priest and Advocate.
- (h) We believe in the imminent return of our Lord and Savior, Jesus Christ.
- (i) We believe that all who believe that Jesus Christ is the son of God, repent of their sins and are baptized in water into the Lord Jesus Christ are born again of the Holy Spirit, and thereby become children of God.

- (j) We believe in the bodily resurrection of the just and the unjust, the everlasting blessedness of the saved, and the everlasting punishment of the lost.

1.02 Educational Philosophy.

The Board of Directors of the Corporation shall adhere to the following statement of educational philosophy:

San Angelo Christian Academy believes in ministering to the total person. We, therefore, feel the need to offer a high quality education, both spiritually and academically, to the children of the San Angelo area. The primary objective and purpose of the school is to provide a sound academic education, integrated with a Christian view of God and the world. Children should be educated at home and at school with the consciousness that all truth is God's truth, including history, geography, science, music, and the arts; and that Jesus Christ is central in all learning and living. San Angelo Christian Academy seeks to offer parents a positive alternative to public education. The primary reason for our existence is to offer a Christian foundation upon which the minds of children are developed. Character training is an important element at San Angelo Christian Academy. We believe that the heart of this training is obedience, which will eventually cultivate an inner self-discipline and is essential to the emotional, physical, social and spiritual well-being of the student. The teacher is the authority in the classroom. Discipline is administered firmly but fairly with love. To obey, to do right, and to love God and country are attitudes we strive to instill in each student, thus equipping him for his role in God's plan for his life and for his proper place in society.

1.03 Policy of Nondiscrimination.

San Angelo Christian Academy shall not discriminate against any qualified person on the basis of that person's race, color, national or ethnic origin, age, sex, or handicap. This policy is applicable to all admissions, academic, and employment policies; to all scholarship and loan programs; and to all athletic and other school-administered programs. For purposes of this Section, a qualified person is one who meets pre-established and published bona fide criteria for admission, acceptance, or employment.

1.04 Dividends Prohibited.

No dividend shall be paid and no part of the income of the Corporation shall be distributed to its members, directors, or officers.

1.05 Loans to Directors and Officers Prohibited.

No loans shall be made by the Corporation to its directors or officers.

2. OFFICES

2.01 Principal Office.

The principal office of the Corporation shall be in San Angelo, Texas.

2.02 Other Offices.

The Corporation may also have offices at such other places as the Board of Directors may from time to time determine or the business of the Corporation may require.

3. THE BOARD OF DIRECTORS

3.01 General Powers.

The business of the Corporation shall be managed by its Board of Directors, which may exercise all of the powers of the Corporation and do all such lawful acts as are necessary in the conduct of the business.

3.02 Number of Directors.

The number of directors of the Corporation shall be at least five (5) and not more than nine (9). The number of directors shall always be an odd number, except for temporary vacancies as a result of resignation, death or termination of a director or directors.

3.03 Term of Office.

Directors shall be elected for a three (3) year term, except as provided in Section 3.06 of this Article, and may serve successive terms upon being duly elected. A director shall hold office until his successor shall have been elected and shall have qualified.

3.04 Removal.

A director may be removed by a majority vote of the other members of the Board of Directors when the director ceases to qualify, or when, in the judgment of the Board of Directors, the best interests of the Corporation would be served thereby. Any such removal shall not be effective until it is approved by a majority of the elders of the Church of Christ, Southgate congregation, San Angelo, Texas ("Church of Christ, Southgate congregation").

3.05 Election of Directors.

Directors shall be elected by the Board of Directors at its regular meeting held in May of each year by affirmative vote of a majority of the directors with approval of a majority of the elders of Church of Christ, Southgate congregation.

3.06 Vacancies.

Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the Elders of the Church of Christ, Southgate congregation. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

3.07 Qualifications.

A director need not be a resident of the State of Texas, but shall be a member of the church of Christ, active within his congregation, and shall be walking with the Lord daily. A director shall be:

Of strong character with convictions on right and wrong;

Willing to stand on Biblical principle and support the Administrator of the School;

Concerned about children and be committed to Christian School education, possess a vision for what the Lord can do for the School in the future, and make logical, wise decisions to make that vision a reality;

Dedicated to providing his own school-age children with a Christian education; and

Willing to attend School functions.

3.08 Compensation of Directors.

Directors, as such, shall not receive any stated salary for their services, but, by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at meetings approved by Board of Directors; provided that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

4. MEETINGS OF THE BOARD OF DIRECTORS

4.01 Special Meetings.

Special meetings of the Board of Directors may be called by the President upon two (2) days notice to each director given pursuant to Section 6.01 of these By-Laws prior to the date set for the meeting. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of any two (2) directors.

4.02 Regular Meetings.

Regular meetings of the Board of Directors shall be held at a regularly scheduled time each month during the year as set by the President. The Secretary shall give at least three (3) days notice to each director pursuant to Section 6.01 of these By-Laws prior to the date set for the meeting.

4.03 Place of Meetings.

The directors of the Corporation may hold their meetings, both regular and special, either within or without the State of Texas at a place designated by the President.

4.04 Quorum; Majority Vote.

At all meetings of the Board of Directors the presence of a majority of the number of directors then serving shall be necessary and sufficient to constitute a quorum for the transaction of business, and the affirmative vote of at least 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 the Act, the Articles of Incorporation, or these By-Laws. If a quorum is not present at any meeting of directors, the directors present may adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present.

4.05 Action Without Meeting.

Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee designated by the Board of Directors may be taken without a meeting if a written consent, setting forth the action so taken, is signed by all the members of the Board of Directors or of such committee within thirty (30) days after the action is taken. Such consent shall have the same force and effect as a unanimous vote at a meeting.

4.06 Meetings by Conference Telephone.

Members of the Board of Directors or members of any committee designated by the Board of Directors may participate in and hold a meeting of such Board or committee by means of conference, telephone or similar communications equipment with which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business for the reason that the meeting is not lawfully called or convened.

5. COMMITTEES

5.01 Generally.

The Board of Directors may, by resolution passed by a majority of the entire Board, designate committees, each committee to consist of one (1) or more directors, which committees shall have such power and authority and shall perform such functions as may be provided in such resolution. The Board of Directors may appoint non-Board members to such committees. Such committee or committees shall have such name or names as may be designated by the Board of Directors and shall keep regular minutes of their proceedings and report the same to the Board of Directors when required.

6. NOTICES

6.01 Form of Notice.

Whenever under the provisions of the Act, the Articles of Incorporation or these By-Laws, notice is required to be given but the provision does not provide how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given in writing, by mail, postage prepaid, in the United States mail. Any such notice may also be given by email or

other electronic mail or communication, but so long as the recipient acknowledges receipt of that communication.

6.02 Waiver.

Whenever any notice is required to be given to any director of the Corporation, under the provisions of the Act, the Articles of Incorporation of these By Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice.

7. OFFICERS

7.01 In General.

The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. There may also be additional Vice-Presidents, one (1) or more Assistant Secretaries and one (1) or more Assistant Treasurers. Two (2) or more offices may be held by the same person, except the offices of President and Secretary.

7.02 Election and Term of Office.

The officers of the Corporation shall be elected by the newly elected Board of Directors at its regular meeting in May of each year, provided, however, that the Board of Directors may appoint such other additional officers and agents as it shall deem necessary from time to time and may fill vacancies in offices as they may arise. The term of office shall be for one (1) year, but officers may be re-elected to any office without limitation. Officers shall hold office until their successors are chosen and qualified. Election or appointment of an officer or agent shall not of itself create contract rights.

7.03 Qualifications.

Only directors may be elected to the offices of President and Vice-President. All other offices may be held by persons who are not directors, provided, however, that they must be qualified to serve as directors pursuant to Section 3.07 of these By-Laws.

7.04 Removal.

Any officer elected or appointed by the Board of Directors may be removed, for or without cause, at any time by a majority of the entire Board.

7.05 President.

The President shall be the chief executive officer of the Corporation, shall preside at all meetings of the Board of Directors; shall have the general and active management of the business of the Corporation; and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall execute all contracts requiring a seal and shall also execute any mortgages, conveyances or other legal instruments in the name of and on behalf of the Corporation, but this provision shall not prohibit the delegation of such powers by the Board of Directors to some other officer, agent or attorney-in-fact of the Corporation.

7.06 Vice-Presidents.

The Vice-President or, if there be more than one (1), the Vice-Presidents in the order of their seniority or in any other order determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and perform such other duties as the Board of Directors shall prescribe.

7.07 Secretary.

The Secretary shall record or provide for the recording of all votes and the minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for any other committees of the Board when required. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President. The Secretary shall keep in safe custody the seal of the Corporation.

7.08 Assistant Secretaries.

Any Assistant Secretary shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform, such other duties as may be prescribed by the Board of Directors or the President.

7.09 Treasurer.

The Treasurer shall have the custody of all corporate funds and securities, shall cause full and accurate accounts of receipts and disbursements of the Corporation to be kept, and shall provide for the deposit of all moneys and other valuable effects in the name and to the credit of

the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and directors, at the regular meetings of the Board or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Corporation, and shall perform such other duties as may be prescribed by the Board of Directors or the President.

8. INDEMNITY

8.01 Indemnification.

The Corporation shall indemnify any person (and the heirs, executors and administrators of such person) who is or was a director, officer or employee of the Corporation or of any other corporation which he served as such at the request of the Corporation and of which the Corporation directly or indirectly is a shareholder or creditor, or in which it is any way interested, against any and all liability and reasonable expense that may be incurred by him in connection with or resulting from any claim, action, suit or proceeding (whether brought by or in the right of the Corporation or otherwise), civil or criminal, or in connection with an appeal relating thereto, in which he may become involved as a party or otherwise by reason of being or having been such a director, officer or employee (whether or not a director, officer or employee at the time such liability and expense may be incurred) except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or wilful misconduct in the performance of his duty. The Corporation may also reimburse to any such director, officer, or employee the reasonable costs of settlement, including reasonable expenses, of any such action, suit or proceeding, if it shall be found by a majority of a committee of directors composed of all of the directors not involved in the matter in controversy, whether or not a quorum of the board, that it is in the best interest of the Corporation that such settlement be made and that such director, officer or employee was not guilty of gross negligence or willful misconduct.

8.02 Indemnification Not Exclusive.

The rights of indemnification and reimbursement provided for in Section 8.01 shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled under any By-Laws, agreement, or as a matter of law or otherwise.

