

**CONSTITUTION**  
**CHRISTIAN SCHOOL ASSOCIATION OF GREATER HARRISBURG, PA.**

**ARTICLE I – Name**

This organization shall be known as the Christian School Association of Greater Harrisburg, Pennsylvania.

**ARTICLE II – Basis**

**Section 1.** The basis of this Association is the Bible, the infallible Word of God, as interpreted in the following Statement of Faith.

- a. We believe that there is one God, eternally existent in three persons Father, Son, and Holy Spirit.
- b. We believe that the Bible is the inspired and the only infallible, authoritative Word of God.
- c. We believe in the deity of our Lord Jesus Christ, His virgin birth, His sinless life, His miracles, His vicarious and atoning death through His shed blood, His bodily resurrection, His ascension to the right hand of the Father, and His personal return in power and glory.
- d. We believe that, for the salvation of lost and sinful men, regeneration by the Holy Spirit is absolutely essential.
- 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 the damnation.
- f. We believe in the spiritual unity of believers in our Lord Jesus Christ.
- g. We believe in the present ministry of the Holy Spirit, by Whose indwelling the Christian is enabled to live a godly life.

**Section 2.** The Association is committed to these principles.

- a. Instruction and education of children in the school, as well as in the home, must be in accordance with the Word of God.
- b. Education is primarily the responsibility of the parents.

**ARTICLE III – Object and Purpose**

**Section 1.** This Association is a private, Christian, educational organization composed of Christian parents, educators, alumni and friends. These members are from diverse, Christian backgrounds as defined in Article II. They are united by faith in Jesus Christ as revealed in the Holy Scriptures and summarized in our Statement of Faith.

**Section 2.** The Association is a nonprofit corporation established under the laws of the Commonwealth of Pennsylvania. The purpose for which the Association is organized and shall be operated are exclusively charitable and religious within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and in furtherance of these purposes, the Association may:

- a. Receive contributions from whatever source whether unrestricted or for designated purposes and hold the same for such designated purposes or subject to any conditions specified in the terms of the gift or grant and in furtherance of the purposes of the Association described herein;
- b. Otherwise operate exclusively for charitable and religious purposes within the meaning of Section 501(c)(3) of the Code and solely for such purposes exercise all rights and powers conferred by the laws of the Commonwealth of Pennsylvania upon nonprofit corporations in the course of which operation:

- i. no substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office;
- ii. no part of the net earnings of the Association shall inure to the benefit of or be distributable to its directors, officers or other private persons except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein;
- iii. notwithstanding any other provisions set forth herein, the Association shall not carry on any other activities not permitted to be carried on:
  - (a) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws;
  - (b) by a corporation, contributions to which are deductible for federal income tax purposes.

**Section 3.** The organization provides learning opportunities and specialized training through the establishment of this school, predominantly for the children of Christian parents. The focus of the educational programs within the school is to guide and instruct the student so that he/she will learn to function in society solidly based on a right relationship with God through Jesus Christ. All facets of the program are viewed and interpreted through a Scriptural perspective.

**Section 4.** Graduates of this program are equipped to participate intelligently and responsibly in society and to serve, honor and glorify God.

#### **Article IV – Organization**

**Section 1.** Governance and Operational Authority:

- a. Harrisburg Christian School is owned by the Association. Members of this Association participate in the activity of the school through volunteer service and attend Association meetings. In the Association meetings members may, under Article VIII, Section 4 of this Constitution, nominate candidates for possible election to the Board of Directors, and vote on the annual financial plan. Additionally, Association members may bring suggestions, concerns, or grievances to the faculty, the administration and the Board of Directors.
- b. Harrisburg Christian School is governed by the Board of Directors. The Board of Directors writes policies that guide, direct, and control the activity of the school. The Board of Directors may receive policy recommendations from Association members, the Board and Organizational Committees, or the administration. The Board of Directors controls the scope of authority of the administration and the faculty through policy governance.
- c. Harrisburg Christian School is operated under the management of the administration and the work of the faculty. The administration will develop operational procedures in keeping with and under the authority of policy. Faculty may develop procedures for the classroom and staff may develop procedures to carry out their respective job descriptions with the approval of their supervisor in keeping with and under the authority of policy. The faculty and staff report to and are under the direction and supervision of an administrative structure determined by the Board of Directors. The administrators are under the direction of a headmaster, and the headmaster is under the direction and supervision of the Board of Directors.

**Section 2.** The Christian School Association of Greater Harrisburg, Pennsylvania (hereinafter referred to as the Association) is a Christian organization and does not discriminate in regard to race, color, sex, ancestry, or national origin.

**Section 3.** If established, any form of a Parent/Teacher Fellowship shall conduct itself in the interest of the school and shall remain subordinate to the Constitution of the Association.

**Section 4.** Members of the Board of Directors shall be members of the Association.

#### **Article V – Duties of the Association**

**Section 1.** The members of the Association shall elect the Board of Directors as described in Article VIII.

**Section 2.** The Association shall annually adopt a balanced financial plan for the next fiscal year and approve a tuition schedule for the school. The financial plan approval is granted with the understanding that the Board of Directors is authorized to make line item changes as necessary for the ordinary operation of the school. However, any line item changes that ultimately result in tuition increase from that which was already approved by the Association must be approved by the Association at a duly convened Association Meeting.

**Section 3.** Indebtedness

- a. The Association must approve long-term indebtedness incurred by the school. This includes, but is not limited to mortgages and other long-term loans.
- b. The Association entrusts the Board of Directors to make financial decisions that may incur short term indebtedness necessary for the proper and continuous operation of the school. All such decisions to incur short term debt will be fully reported to the Association at a regular meeting or a special meeting called for that purpose.

**Section 4.** The Association shall have the authority to approve amendments to this Constitution as stipulated in Article XIV.

#### **Article VI – Association Membership**

**Section 1.** The requirements for Association membership are as follows:

- a. A clear testimony of a personal relationship with Jesus Christ as defined in the Scriptures (e.g. Romans 10:9; John 3:16)
- b. Annually affirm and support the Statement of Faith (Article II) and the Purpose (Article III) in writing.
- c. Commitment of oneself and family to regular attendance at a Bible-believing, Christian Church where doctrines are consistent with those stated in Article II.
- d. Annually reject any tenets, such as those of the World and National Council of churches, that do not comply with Article II.
- e. Eighteen years of age or older.

**Section 2.** There are two groups of membership in the Association: Associates and “Friends”. All must meet the requirements as stated in Article VI, Section 1.

- a. Associates include the following:
  - i. Parents and guardians of current students
  - ii. Current employees and spouses
  - iii. Current students
- b. “Friends of the Association” are composed of the following individuals:
  - i. Grandparents of current students.
  - ii. Parents, Guardians, and Grandparents of alumni.

- iii. Alumni
- iv. Others that desire membership in the Association, but do not meet the qualifications in this paragraph, may make direct application for Association membership to the administration.
- c. Associates will not be charged a membership fee. "Friends of the Association" will be charged a fee as determined by the Board of Directors.

**Section 3.** Each member shall:

- a. Exhibit a positive Christian witness in life and vocation.
- b. Actively demonstrate a strong interest in the affairs of the school. This shall be demonstrated by regular participation in the activities of the school and regular participation in the Association meetings.
- c. Cooperate with the faculty, staff, administration, Board of Directors, and Association members in carrying out the purpose of the school.
- d. Participate in the ministry of the school[s] by:
  - i. Regularly praying for the school, its staff, and its students
  - ii. Encouraging parents to send their children to the school
  - iii. Support the various programs of the school through personal and financial participation.
  - iv. Actively participate in fundraising activities

**Section 4.** Applications for membership in the Association shall be submitted to the administration for review and recommendation to the Board of Directors for approval.

**Section 5.** All "Friends of the Association" shall pay Association dues to be collected annually by the Business Manager. Membership is for one year beginning August 1 and concluding the following July 31.

**Section 6.** Membership in the Association is a privilege and not a right. Members of the Association who fail to uphold the requirements of membership as stipulated in this article may be subject for removal from membership by the Board of Directors.

In the event that the Board of Directors determines that the membership of an Association member should be revoked – the Board of Directors shall convene an Association meeting. During this meeting the Board of Directors shall present the matter to the Association for action. Termination of membership will occur if two-thirds of the members present at said meeting uphold the recommendation of the Board of Directors.

**Section 7.** Association members agree not to bring suit to address conflicts that may arise in the Association to civil court, but agree to resolve all conflict in keeping with Matthew chapter 18 and the procedure of Christian arbitration and mediation.

### **ARTICLE VII – Association Meetings**

**Section 1.** Regular Association meetings shall be held in August, January/February, and May. The date, time, place and agenda shall be approved by the Board of Directors and will be communicated to the Association.

- a. At the August meeting new faculty and staff will be introduced.
- b. The January/February meeting shall include the presentation of the school financial plan for approval for the next fiscal year. This meeting will also include nominations for the annual election of members of the Board of Directors.

- c. The meeting in May shall be considered the Annual Meeting. The annual election of members of the Board of Directors shall take place at the May meeting.
- d. The agenda of Association meetings will be determined by the Board of Directors. Suggestions may be submitted by the membership.
- e. Association members may request an item be added to the agenda at least one (1) week prior to the Association meeting. The written request will describe the topic for presentation and the reason why the topic should be presented at the Association meeting.

**Section 2.** Special meetings of the Association may be called by the President upon a majority vote of the Board of Directors.

**Section 3.** Notice of Association meetings shall be given to members at least ten days prior to the meeting. Notification may be done by any means normally used by the school. The presence of one fifth of the members of the Association shall constitute a quorum for conducting business.

**Section 4.** Association meetings shall be guided in parliamentary procedures by Robert's Rules of Order.

#### **ARTICLE VIII – Board of Directors**

**Section 1.** The Board of Directors (hereinafter referred to as the Board) shall consist of not less than nine and not more than fifteen members elected by the Association from its membership. A minimum of one third of the Board shall be elected annually for a three-year term.

**Section 2.** Board Member Qualifications:

- a. Affirmation of full agreement with the Basis (Article II) and Purpose (Article III).
- b. A mature person of good report, at least twenty-five years of age, of Spirit-filled Christian character and sound judgment (Acts 6:3).
- c. Demonstration of a positive Christian witness in life and vocation, including strong role-modeling of the fundamental Christian understanding of Biblical male-female relationships.
- d. Membership in the Association and active in attendance.
- e. Demonstration of responsibility in the school established by the Association through personal involvement in their programs, activities, and financial obligations.
- f. Participation in the ministry of the school by:
  - i. praying for the school and its staff and students regularly,
  - ii. encouraging parents to send their children to the school and,
  - iii. supporting the various programs of the school.
- g. Participating jointly with other members of the Board in carrying out the functions of the Board.
- h. Agreement in writing to uphold the Board's governance model (described in Article IV, Section 1) and meet the obligations named in the job description.
- i. Board members may be removed from office for acts of immorality, participating in illegal activity, poorly performing the duties of a Board member as described in Article IX, acting against the policies and priorities of the school, failure to comply with Board membership requirements as stated in Article VIII, Section 2 or failure to comply with the following attendance requirements: any Board member who misses three consecutive Board meetings (Association meetings shall be considered a Board meeting for this section) or who misses a third of all Board meetings in a twelve-month period, shall relinquish his/her position on the Board unless legitimate

circumstances exist as determined by the Board. Removal shall be by 2/3 vote of the Board.

**Section 3.** Board Membership Structure:

- a. No more than four of the Board's membership may come from regular attendees of the same church.
- b. No more than four women may serve on the Board at a time.
- c. No more than four positions on the Board may be filled by those that do not have students enrolled in the school.
- d. No more than three employee spouses or family members may be Board members.
- e. Administrators or their spouses and family members may not be Board members.
- f. A husband and wife may not serve on the Board at the same time.
- g. The Board will determine the number of Board members for the following year by the May Association meeting.

**Section 4.** Nomination of Board Members

- a. The Executive Committee shall propose a slate of candidates for the January/February Association meeting. Other nominations may be taken from the Association at large prior to or during the January/February meeting.
- b. Nominations from Association members, however, shall be in writing and shall include the signature of the person making the nomination and the signature of the nominee indicating a willingness to serve on the Board.
- c. All nominees must demonstrate active involvement in the life of the school.
- d. All nominees who have not already served on the Board shall be interviewed by the Board and must receive a 2/3 vote from the Board to be included on the ballot for election.

**Section 5.** The regular election of all Board members shall take place at the May Association meeting by a majority vote of the members present.

**Section 6.** Vacancies occurring during the year shall be filled as soon as possible. Nominations may be made by the Board and the Association at the request of the Executive Committee. A request for nominations from the Association may be made by any means normally used by the school to contact its constituents. Two weeks shall be given for the Association to submit nominations as stated in Article VIII, Section 4, paragraph b. All nominations shall be in accordance with Article VIII, Sections 2 and 3. Elections may be held by postal mail ballot or at the next Association meeting.

**Section 7.** The Board shall elect its own officers at the first Board meeting after the start of the school year by a majority vote.

- a. The officers shall be President, Vice President, Secretary, and Treasurer. The officers shall serve for one year.
- b. The officers of the Board shall constitute the Executive Committee.
- c. Vacancies occurring in any given office shall be filled by the Board at any Board meeting.

**Section 8.** Two-thirds of the entire membership of the Board shall constitute a quorum.

**Section 9.** The Board shall be guided in parliamentary procedure by Robert's Rules of Order, as published by the Pennsylvania Bar Association.

**Section 10.** Each Board member shall be given a Board member job description in July. In July, each member of the Board shall be given a performance evaluation by the Executive Committee. Both shall be in writing.

**Section 11.** Limitation of Personal Liability of Directors

- a. Board members shall not be personally liable, as such, for monetary damages for any action taken or any failure to take any actions, unless:
  - i. the Board member has breached or failed to perform the duties of his or her office under 15 PA C.S.A. Sections 512 and 5712;
  - ii. the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness;
- c. This section shall not limit a Board member's liability for monetary damages to the extent prohibited by the provisions of the Pennsylvania Nonprofit Corporation Law of 1988, as amended.

**ARTICLE IX – Duties of the Board**

**Section 1.** The Board's primary responsibility is to govern the operation of the school through generation of policies in keeping with this Constitution, the Mission Statement, the Vision Statement, the Strategic Plan and other appropriate documents of the school (see Article IV, Section 1).

**Section 2.** The Board shall be responsible to establish all policies and direction necessary to govern the school, and will carry out its fiduciary responsibilities in a spiritually and financially wise manner in order to protect the best interests of the Association.

**Section 3.** The Board is responsible to hire and remove a lead administrator that will serve as the school's headmaster. The Board shall define the duties and the scope of authority of the headmaster through policy governance, a written contract, and a job description. The Board will encourage, support, and work cooperatively with the Headmaster. The Executive Committee will evaluate the headmaster on an annual basis.

**Section 4.** The Board shall be responsible to ensure that appropriate administration, faculty, and staff are in place to carry out the mission of the school. The Board is responsible to hire or dismiss all employees, but does so at the recommendation of the headmaster. The responsibilities of recruiting, managing and evaluating employees are delegated to the headmaster.

**Section 5.** All Board members will actively participate in the work of the school through service on the Board and various committees, volunteer work projects, fund raising events, and will oversee the strategic plan as directed by the Board.

**Section 6.** Decisions of the Board shall be made by majority vote of the quorum present. Once the Board has voted, each member agrees to support the decision of the Board regardless of how he/she has voted.

**Section 7.** The Board shall recommend an annual financial plan to the Association for its approval at its January/February meeting.

**Section 8.** The Board is responsible to assign an appeals committee when needed.

## **ARTICLE X – Officers**

### **Section 1.** The Officers of the Board

- a. President
- b. Vice President
- c. Secretary
- d. Treasurer

### **Section 2.** The Duties of the President:

- a. Preside at all meetings of the Association and the Board.
- b. Name any special committees or tasks forces as may be needed by the Board.
- c. Appoint a chair to each Board committee.
- d. Chair the Executive Committee and the Board.

### **Section 3.** The Duties of the Vice President

- a. In the absence or incapacity of the President, his duties shall be assumed by the Vice President.
- b. Assist the President in any matters in which his aid would be advantageous to the Board and to the Association.

### **Section 4.** The Duties of the Secretary

- a. Record the minutes of all meetings of the Executive Committee, Association and Board.
- b. Ensure all documents and records of the Association and of the Board are kept up to date.
- c. Conduct any correspondence relating to Board action at Board meetings and give notice of all meetings as required by this Constitution.
- d. Take attendance and determine whether a quorum exists at all official meetings of the Association and the Board.

### **Section 5.** The Duties of the Treasurer

- a. Oversee the financial obligations of the school
- b. Make a report at each regular meeting of the Board.

## **Article XI - Committees and Their Duties**

### **Section 1.** Requirements and Purpose

- a. Board Committees perform work under the direction of the Board and make recommendations to the Board.
- b. Organizational Committees perform work under the direction of the administration and may make recommendations to the administration; who in turn make recommendations to the board.
- c. Committee members must be members of the Association. Any individual desiring to serve on a committee but not an Association member must receive Board approval.

### **Section 2.** Board Committees

- a. Each Board Committee will be chaired by a Board member who will report the activities of the committee to the Board at each Board meeting.
- b. Each Board Committee will generate policy recommendations for Board consideration and monitor the implementation of policies.
- c. Administrative participation on the various committees will be directed and assigned by the Board.

- d. Board Committees are the Executive and Steering/Long Range Planning Committees.
- e. Other Committees may be temporarily made Board Committees for the purposes of closely monitoring areas under that Committee's purview.

**Section 3. Board Committee Duties**

- a. The Executive Committee:
  - i. Is made up of the Board president, vice president, secretary, and treasurer.
  - ii. Provides guidance and direction to the Board.
  - iii. Establishes goals and objectives for the Board.
  - iv. Assesses Board operations, goals, and direction.
  - v. Conducts the performance evaluation of the headmaster.
  - vi. Provides guidance to the headmaster on personnel matters and other school matters requested by the headmaster.
  - vii. Acts as a nominating committee.
  - viii. Is responsible for board member evaluation.
  - ix. Has the authority to seek a majority vote of the Board via e-mail or phone when it is in the school's best interest to resolve a pressing concern or take advantage of a beneficial opportunity that requires a decision that must be made within a 24 hour time period.
- b. The Steering/Long Range Planning Committee:
  - i. Reviews the Constitution and organizational structure on a regular basis.
  - ii. Superintends the Strategic Planning process, ensuring that the plan is current and goals are being met.
  - iii. Provides oversight to long term planning.

**Section 4. Organizational Committees**

- a. The Board is accountable for their structure and alignment.
- b. Organizational Committees will work in and support the administrator in charge of the work area the Committee serves.
- c. The Finance Committee will be a standing committee whose function will be defined by the Board.

**Article XII- Employees**

**Section 1. Qualifications**

- a. Employees must subscribe to Articles II and III of this Constitution.
- b. Employees must be mature persons of good report, of Spirit-filled Christian character, and of sound judgment (Acts. 6:3) as demonstrated by:
  - i. A personal confession of and commitment to the Lordship of Jesus Christ and a solid understanding of the Word of God. There should be evidence of a godly lifestyle based on this commitment in accordance with biblical standards of living ("born-again" believer in Jesus Christ, submissive to and cooperative with those in authority as indicated by the school's organizational chart, not a gossip or back-biter, not a user of alcoholic beverages or illicit drugs, at peace in family and relationships within the home, heterosexual in orientation but abstinent of sexual relations if unmarried, faithful to a monogamous spouse of the opposite gender if married, abstaining from romantic relationships with students, law abiding, of good repute, and in full agreement with the school's philosophy of education and plan).
  - ii. Regular participation in Christian fellowship and worship at a Bible-believing church which clearly subscribes to the Statement of Faith (Article II).
- c. All employees shall demonstrate an interest in the ministry of the school by:

- i. praying for the school, its staff, and its students regularly,
  - ii. supporting the various programs of the school,
  - iii. cooperating with other employees in carrying out the objectives and purposes of the school.
- d. All teachers and administrators shall demonstrate an understanding of the philosophy of Christian education generally, and, specifically as it applies to the school and as described in the school policy manual.

### **Article XIII- Indemnification**

**Section 1.** Definitions for the purpose of this Article:

- a. "Corporation" means the Association named at the beginning of these Bylaws, and if it is involved in any consolidation or merger, each constituent corporation absorbed in, and each surviving or new corporation surviving or resulting from, such consolidation or merger;
- b. "Liability" means any compensatory, punitive or other damages, judgment, amount paid in settlement, fine, penalty, excise tax assessed with respect to an employee benefit plan, and cost or expense of any nature whatsoever, including without limitation attorneys' fees and costs of Proceedings;
- c. "Indemnified Capacity" means any and all past, present and future service by a Representative in one or more capacities:
  - i. as a director, officer, employee or agent of corporation or
  - ii. at the request of the Corporation, as a director, officer, employee, agent, director of fiduciary of another corporation or any partnership, joint venture, trust, employee benefit plan, or other entity, enterprise of undertaking, including service as a representative that imposes duties on or involves service by the representative with respect to an employee benefit plan, its participants or beneficiaries;
- d. "Proceeding" means any threatened, pending or completed action, suit, appeal or other proceeding of any nature, whether civil, criminal, administrative or investigative, and whether formal or informal, and whether brought by or in the right of the Corporation, or otherwise; and
- e. "Representative" means any person who (i) serves or has served as a director, officer, employee or agent of the Corporation, or (ii) has been expressly designated by the Board as a Representative of the Corporation for purposes of and entitled to the benefits under this Article XIII.

**Section 2.** Indemnification. Subject to the subsequent provisions of this Section 2 and of Section 3, the Corporation shall indemnify a Representative against and Liability actually and reasonably incurred by the Representative in connection with any Proceeding in which he or she may be involved as a party or otherwise by reason of the fact that the Representative is now or was serving in an Indemnified Capacity, including without limitation any Liability resulting from an actual or alleged breach or neglect of duty, error, misstatement or misleading statement, negligence, gross negligence, or act or omission giving rise to strict or products liability, except to the extent: (a) the conduct of the Representative is determined by a court to have constituted willful misconduct or recklessness; (b) the conduct of the Representative is based upon or attributable to his or her receipt from the Corporation of a personal benefit to which the person is not legally entitled; (c) the liability of a Representative is with respect to the administration of assets held by the Corporation in trust pursuant to Section 5a547 of the Pennsylvania Nonprofit Corporation Law of 1988, as amended; or (d) such indemnification is expressly prohibited by applicable law or otherwise is unlawful.

The Corporation shall indemnify a Representative under the preceding provisions of this Section 2 only if the Representative acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any Proceeding by judgment, order settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner that he or she reasonable believed to be in, or not opposed to, the best interests or the Corporation and, with respect to any criminal proceedings, had reasonable cause to believe that his or her conduct was unlawful. Action with respect to an employee benefit plan taken or omitted in good faith by a Representative in a manner that he or she reasonably believed to be in the best interests of the participants and beneficiaries of the plan shall be deemed to be action in a manner that is not opposed to the best interests of the Corporation.

The Corporation shall not indemnify a Representative under the preceding provisions of this Section 2 with respect to any claim, issue or matter as to which the Representative has been adjudged to be liable to the Corporation in a Proceeding brought by or in the right of the Corporation to procure a judgment in its favor, unless (and then only to the extent) that the court of common pleas of the judicial district embracing the county in which the Corporation's registered office is located or the court in which the action was brought determines upon application that, despite the adjudication of Liability but in view of all of the circumstances of the case, the Representative is fairly and reasonably entitled to indemnification from the Corporation for the expenses that such court deems proper.

Unless ordered by court, any indemnification of a Representative under preceding provisions of this Section 2 shall be made by the Corporation only upon a determination made in the specific case that such indemnification of the Representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the preceding provisions of this paragraph. Such determination shall be made by the Board.

To the extent that a Representative has been successful on the merits or otherwise in defense of any proceeding referred to in Section 5741 or Section 5742 of the Pennsylvania Nonprofit Corporation Law of 1988, as amended, or in defense of any claim, issue or matter therein, such Representative shall be indemnified by the Corporation against expenses (including without limitation attorneys' fees and costs of Proceedings) actually and reasonably incurred by such person in connection therewith.

If a Representative is entitled to indemnification under this Section 2 in respect of a portion, but not all, of a Liability to which the Representative is subject, the Corporation shall indemnify the Representative to the maximum extent for such portion of the Liability.

**Section 3. Limitation on Indemnification.** Notwithstanding any other provision of this Article XIII, the Corporation shall not indemnify a Representative under this Article XIII for any Liability incurred in a Proceeding which was initiated by the Representative (which shall not be deemed to include counter-claims or affirmative defenses) or in which the Representative participated as an intervenor or amicus curiae, unless such initiation of or participation in the Proceeding is authorized, either before or after its commencement, by the Board.

**Section 4. Advancement of Expenses.** The Corporation shall pay, in advance of the final disposition of a Proceeding described in this Article, Section 2 or the initiation of or participation in a Proceeding authorized under this Article, Section 3, the expenses (including without limitation attorneys' fees and costs of Proceeding) incurred in good faith in connection with such

Proceeding by the Representative who is involved in the Proceeding by reason of the fact that he or she is or was serving in an Indemnified Capacity. Such advancement of expenses shall be made by the Corporation upon its receipt of an undertaking, satisfactory to the Corporation, by or on behalf of the Representative to repay to the Corporation the amounts advanced by the Corporation in the event it is ultimately determined that the Representative is not entitled to indemnification under this Article XIII.

**Section 5. Insurance.** To effect, secure or satisfy the indemnification and contribution obligations of the Corporation, whether under this Article XIII or otherwise, the Corporation from time to time may self-insure, obtain and maintain insurance or letters of credit, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or give a mortgage on or a security interest in any property of the Corporation, or use any other mechanism or arrangement, in such amounts, at such costs, and upon such other terms and conditions as and when the Board shall determine. Absent fraud, the determination of the Board with respect to such matters shall be conclusive against all security holders, officers and directors, and shall not be subject to avoidance or voidability.

**Section 6. Payment of Expenses.** A person who is entitled to indemnification or advancement of expenses from the Corporation under this Article XIII shall receive such payment or advancement promptly after the person's written request therefore has been delivered to the secretary of the Corporation.

**Section 7. Interpretation.** The provisions of this Article XIII shall constitute and be deemed to be a contract between the Corporation and its Representatives, pursuant to which the Corporation and each such Representative intend to be legally bound. Each person serving as a Representative shall be deemed to be doing so in reliance upon the rights provided by this Article XIII. The rights granted by this Article XIII shall not be deemed exclusive of any other rights to which persons seeking indemnification, advancement of expenses or contribution under this Article XIII may be entitled under any statute, agreement, vote of Directors or disinterested Directors, or otherwise, both as to action in an Indemnified Capacity and as to action in any other capacity. The rights to indemnification, advancement of expenses and contribution provided by this Article XIII shall continue as to a person who no longer serves as a Representative, and shall inure to the benefit of his or her heirs and personal and legal representatives.

#### **ARTICLE XIV – Amendments**

This Constitution may be amended by a two-thirds vote at any meeting of the Association provided that notice of the proposed amendment has been sent to each member at least two weeks prior to said meeting. Articles I and II shall not be amended.

#### **ARTICLE XV- Dissolution**

Upon dissolution of the Association, all remaining assets shall be distributed as determined by the Board (as defined in Article VIII herein) to one or more active churches or other Christian organizations which qualify for exemption from income tax under Sections 501 C 3 of the Internal Revenue Code. Preference of distribution of assets will be given to Churches and Christian organizations that have financially supported the school.