

**CONSTITUTION OF
PARK CHRISTIAN SCHOOL**

"Sons and daughters, come and listen and let me teach you the importance of trusting and fearing the Lord." Psalm 34:11

Mindful of God's will that children be taught the content and practical application of His Word, the Bible, in every respect of learning and every activity of life (Deut. 6:4-9), and firmly believing that a Christian school will help us carry out our child-training responsibilities in a God-pleasing manner, we the undersigned herewith adopt the following constitution to govern the corporation of PARK CHRISTIAN SCHOOL, INC. established in 1981.

ARTICLE I

STATEMENT OF FAITH

1. We believe the Bible to be the inspired, the only infallible, authoritative Word of God, inerrant in the original manuscripts. We believe the inerrancy of Scripture embraces not only religious truth, but also the Bible's scientific, historical, and literary features.
2. We believe there is one God, eternally existent in three persons -- Father, Son, and Holy Spirit.
3. We believe in the creation of man and all nature by the direct act of God, as recorded in Genesis.
4. We believe in the Deity of our Lord Jesus Christ, in His Virgin birth, in His sinless life, in His miracles, in His vicarious and atoning death through His shed blood and His bodily resurrection, in His ascension to the right hand of the Father, and in His personal return in power and glory.
5. We believe all mankind is lost, sinful, and in need of salvation which comes only through regeneration by the Holy Spirit. This salvation is received by grace through faith.
6. We believe in the present ministry of the Holy Spirit by whose indwelling the Christian is enabled to live a godly life.
7. We believe in the resurrection of both the saved and the lost; they that are saved

into the resurrection of life and they that are lost unto the resurrection of damnation.

8. We believe in the spiritual unity of believers in our Lord Jesus Christ.

ARTICLE II

NAME

The name by which this corporation shall be known and incorporated is PARK CHRISTIAN SCHOOL, INC.

ARTICLE III

PURPOSE

The purpose of this non-profit corporation is to establish, own, and operate a Christian school that upholds the highest academic standards and is based upon Christian principles. The corporation is organized exclusively for these educational purposes and for such other charitable and scientific purposes that may be associated with the educational purposes above mentioned; that included in such purposes are the receipt or distribution from or to organizations qualifying as exempt organizations under Section 501(C)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future U.S. Internal Revenue law).

ARTICLE IV

CORPORATE STRUCTURE

This is a non-stock, non-profit corporation consisting of member churches, as further described in the by-laws regulating the qualifications and designation of said member churches, all engaged in the operation of the school and its related purposes. Said member churches shall appoint directors to the Board of Directors of the corporation pursuant to each member church's own individual policy and the corporate by-laws. Said Board of Directors shall be the legal representatives and officers of the corporation. They shall perform any and all duties required by law in the business and financial affairs of the corporation.

ARTICLE V

AMENDMENTS

This constitution, including the Statement of Faith, may be amended by a unanimous vote of the church boards of the member churches.

ARTICLE VI

EFFECTIVE DATE

This constitution shall become effective this twentieth day of August, nineteen-hundred eighty-seven.

**BYLAWS OF
PARK CHRISTIAN SCHOOL**

ARTICLE 1
OFFICES

1.1 Offices: The principal office of Park Christian School ("Corporation") in the state of Minnesota shall be in the City of Moorhead, County of Clay. The Corporation may have such offices, either within or without the State of Minnesota, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE 2
MEMBERSHIP

2.1 Member Churches: The names of the current Member Churches of the Corporation are as follows:

- Bethel Evangelical Free Church, Fargo, North Dakota
- River Valley Church, Moorhead, Minnesota
- First Assembly of God, Fargo, North Dakota
- Metropolitan Baptist, Fargo, North Dakota
- Salem Evangelical Free Church, Fargo, North Dakota
- Triumph Lutheran Brethren Church, Moorhead, Minnesota
- Calvary Church at Village Green, Moorhead, Minnesota

2.2 Qualifications and Conditions: The qualifications of Member Churches are as follows: the congregation shall 1) have at least fifty (50) adult voting members, 2) sign a statement of agreement with the Constitution and Bylaws of the Corporation, which includes the Statement of Faith and Mission of the Corporation, and 3) support the

Corporation financially and prayerfully.

2.3 New Member Churches: Any church which desires to join the Corporation as a Member Church subsequent to the date of these Bylaws shall so indicate its desire by presenting to the Secretary of the Board of Directors a duly executed resolution from its governing body affirming the conditions of Article 2.2. A church shall become a Member Church of the Corporation upon approval of the Board of Directors and a unanimous vote of the current Member Church Representatives.

2.4 Termination of Membership: Each Member Church shall retain its status until such time as the church either voluntarily withdraws its membership by submitting a written resolution to that effect or is involuntarily removed from membership by a decision of a three-fourths vote of the total number of current Board of Directors and a three-fourths vote of the current Member Church Representatives.

ARTICLE 3

LIABILITY OF MEMBER CHURCHES

3.1 Member Churches of the Corporation shall not be liable, either collectively or individually, for obligations of the Corporation.

ARTICLE 4

REPRESENTATION

4.1 Representation: The governing body of each Member Church shall select one person, hereafter referred to as "Representative," who shall represent that Member Church in all matters lawfully considered. Member Churches may designate an alternate to act in the absence of its primary Representative. Such Representative or alternate shall file with the Board of Directors a certificate of resolution from the governing body of their Member Church indicating such appointment.

4.2 Representatives: The names and contact information of the persons

currently appointed as Member Church Representatives shall be maintained by the Secretary of the Board of Directors and shall be attached as Exhibit One to these Bylaws and updated when changes occur.

4.3 Representative Tenure: The term of its Representative shall be determined by each Member Church. Each Member Church further agrees to promptly appoint a successor Representative and to notify the President of the Board of Directors of such appointment.

ARTICLE 5

MEETINGS OF REPRESENTATIVES OF MEMBER CHURCHES

5.1 Annual Meeting: There shall be an annual meeting of Member Church Representatives at a time and place designated by the President of the Board of Directors (See Article 5.3). At such annual meeting, the appointment and election of individual Directors shall take place and such other business as may lawfully be considered. At the annual meeting, the President of the Board of Directors shall give a report of the actions taken by the Board of Directors and the activities and progress of the Corporation. Pastors and governing bodies of the Member Churches have a standing invitation to attend the annual meeting.

5.2 Special Meetings: A special meeting of Member Church Representatives may be called by a majority vote of the Member Church Representatives or the Board of Directors. The notice of such meeting shall specifically state the purpose of such special meeting.

5.3 Notice of Meetings: Written notice of all annual or special meetings of Member Church Representatives shall be mailed by the President of the Board of Directors to each Representative not less than ten (10) days before the meeting.

5.4 Waiver of Notice: Notice of a meeting of Member Church Representatives need not be given to a Representative who executes a

written waiver of notice of such meeting. Attendance at a meeting by a Representative shall constitute a waiver of notice of such meeting by such Representative, except where such attendance shall be for the express purpose of objecting that the meeting has not been lawfully called and convened.

5.5 Voting: Each Representative shall have one vote.

5.6 Quorum: A majority of the Member Church Representatives shall constitute a quorum. At all meetings of the Member Church Representatives at which a quorum is present, all issues shall be decided by a majority of the votes except as may otherwise be provided by law, the Constitution, or these Bylaws.

5.7 Leadership at Meetings: The President of the Board of Directors shall preside at all meetings of the Member Church Representatives. The Vice-president of the Board of Directors shall preside at any meeting of the Member Church Representatives at which the President of the Board of Directors is absent. In the event that both the President and Vice-president are absent, a quorum of the Member Church Representatives must be present, and then the majority vote of Member Church Representatives present shall designate a Representative to preside at that meeting.

ARTICLE 6

BOARD OF DIRECTORS

6.1 Board of Directors: The Board of Directors of the Corporation shall be comprised of nine (9) Directors appointed and elected to staggered terms. No Member Church shall have more than three (3) Directors serving on the Board of Directors at any time. There shall be no more than two (2) non-Member Church Directors serving on the Board of Directors at any time. The names and terms of the Board of Directors shall be maintained by the Secretary of the Board of Directors and shall be attached as Exhibit Two to these Bylaws and updated when changes occur.

6.2 General Powers: The powers of the Corporation shall be exercised by its Board of Directors. The Board of Directors may exercise all powers specifically allowed by statute, the Constitution, or these Bylaws. The Board of Directors may hold open or closed meetings at its discretion. The Board of Directors may delegate responsibilities to other boards, committees, and individuals as appropriate.

6.3 Qualifications: The qualifications for a Director shall be those set forth in I Timothy 3 and the following: 1) a demonstrated capacity for long-range planning and vision casting; 2) a demonstrated capacity for sound fiscal management and leadership; 3) the ability to think conceptually – enjoys "big picture" thinking; 4) a demonstrated ability to articulate one's own point of view while being respectful of the opinions of others; 5) a willingness to support group decisions; 6) an openness to change; a willingness to think "outside the box"; 7) a good business/professional reputation throughout the community; and 8) the ability to meet as necessary. Nominees for Board of Directors membership must sign a statement of agreement with the Statement of Faith and Mission of the Corporation.

6.4 Appointment of Directors: Each Member Church that has forty (40) or more children attending the Corporation may appoint one (1) Director.

6.5 Election of Directors: Directors beyond those appointed as outlined in Article 6.4 shall be elected by a majority of votes cast at the annual meeting of Member Church Representatives.

6.6 Nominating Committee: There shall be a Nominating Committee consisting of two (2) representatives from the Member Churches. If the Member Churches do not appoint a Nominating Committee, the Board of Directors shall appoint two (2) current Directors to serve on the Nominating Committee. The Nominating Committee shall present at the annual meeting a slate of nominees for open Director positions. The slate of nominees shall be a minimum of fifty (50) percent more candidates than the Director positions up for election. All nominees must complete a candidate application form as developed by the Nominating Committee. The Nominating

Committee must certify that each candidate has met the qualifications outlined in Article 6.3.

6.7 Tenure: The term of office of a Director shall be three (3) years. The Director's term shall begin on the first day of the fiscal year following the regular annual meeting of the Member Church Representatives. After serving two (2) complete, consecutive three-year terms, a Director shall not be eligible to serve on the board until a one-year sabbatical is complete.

6.8 Removal of Directors: Directors may be removed from office for cause by a three-fourths vote of the total number of current Board of Directors. If a Member Church appointed the Director as outlined in Article 6.4, that Member Church shall appoint a different Director as quickly as possible to complete the unexpired term of its Director. In addition, any Director may be removed from office with or without cause by a majority vote of Member Church Representatives at a special meeting of Member Church Representatives called for that purpose. Should a Member Church eligible to appoint a Director as outlined in Article 6.4 elect to withdraw its appointed Director, that Member Church shall have the right to do so at any time. The Member Church shall appoint a different Director as quickly as possible to complete the unexpired term of its Director.

6.9 Vacancies: Should a vacancy occur from a Member Church eligible to appoint a Director as outlined in Article 6.4, that Member Church shall appoint a different Director as quickly as possible to complete the unexpired term of its departing Director. Elected Director vacancies on the Board of Directors shall be filled by election by the Member Church Representatives at the annual meeting or a special meeting called for that purpose. Such elected Director shall serve for the unexpired term of the vacant Directorship.

6.10 Compensation: No Director shall be compensated for his or her services, but he or she may be reimbursed for necessary expenditures incurred on behalf of the Corporation.

6.11 Accounting and Audits: The Board of Directors shall establish and

maintain an appropriate accounting system. A complete audit by a firm of certified public accountants shall be made of the Corporation's accounts, books, and financial condition after the close of each fiscal year, and a report thereon shall be submitted by the Board of Directors to the Member Church Representatives at their next annual meeting.

ARTICLE 7

MEETINGS OF DIRECTORS

7.1 Regular Meetings: No less than six (6) regular meetings of the Board of Directors shall be held each fiscal year. A schedule of the year's regular meetings will be set at the annual meeting of Member Church Representatives. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without another notice than such resolution.

7.2 Special Meeting: Special meetings of the Board of Directors may be called by the President of the Board of Directors on not less than a five (5) days notice to each Director, whether personally, or by first class mail or comparable means of delivery. Special meetings shall also be called by the President of the Board of Directors in like manner and on like notice on the written request by two (2) Directors.

7.3 Waiver of Notice: Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Whenever any notice is required to be given under the provisions of the statutes or of the Constitution or of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to such notice.

7.4 Purposes to Be Stated in Notice: All notices of a special Board of

Directors meeting shall state the purpose of such meeting, unless to do so would irreparably harm an individual or the Corporation.

7.5 Quorum: Sixty (60) percent of the full Board of Directors shall constitute a quorum. At all meetings of the Directors at which a quorum is present all questions shall be decided by a majority of the votes cast by the Directors voting thereon, except as otherwise provided by law, the Constitution, or these Bylaws. No vote may be cast on behalf of a Director by another person through the use of a proxy.

7.6 Voting by Directors: Each Director shall be entitled to one vote on each matter submitted to the Board of Directors.

7.7 Restrictions on Voting: Whenever a Director has a direct or financial interest in a matter before the Board of Directors, such Director must declare such interest and must not participate in presentation on said matter; must absent himself/herself from all deliberations or Board of Directors discussion on said matter; and must in no event vote upon said matter. When there is a question as to the existence of a conflict of interest, the President of the Board of Directors will make the ruling thereon.

7.8 Actions without Meeting: Unless otherwise restricted by the Constitution or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if all of the Directors consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors.

7.9 Conference Call Meetings: Members of the Board of Directors may participate in a Board of Directors meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

7.10 Rules of Order: Unless otherwise specifically designated, Roberts Rules of Order, as most recently revised, will govern meeting procedure.

7.11 Appearance of Guests: During regular or special meetings, any Director

may at any time request any non-Director attendee to leave the meeting for a specific time.

ARTICLE 8 COMMITTEES

8.1 Establishment and Procedure: The Board of Directors shall establish committees of the Board of Directors as deemed necessary, and shall establish procedures for the appointment of chairpersons and committee members, terms of service, and the duration of the time committees will exist.

8.2 Qualifications: The qualifications for appointment as a committee member shall be those set forth in I Timothy 3. Nominees for committee membership must sign a statement of agreement with the Statement of Faith and Mission of the Corporation.

ARTICLE 9 OFFICERS

9.1 Number: The officers of the Board of Directors of the Corporation shall be a President of the Board of Directors, a Vice-President of the Board of Directors, a Treasurer of the Board of Directors, and a Secretary of the Board of Directors. Each shall hold office by election of the Board of Directors by secret ballot at the first regular Board of Directors meeting of the fiscal year. All officers of the Corporation are eligible for re-election from year to year. The President of the Corporation shall also be known as the President of the Board of Directors. The President of the Corporation shall have a minimum of one-year tenure on the Board of Directors as a condition to eligibility for assuming the office of President. Other officers and assistant officers as may be deemed necessary shall be elected by the Board of Directors.

9.2 Term of Office: The officers of the Corporation shall hold office until

election occurs at the first regular Board of Directors meeting of the fiscal year.

9.3 President of the Board of Directors: The President of the Board of Directors shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. He or she shall, when present, preside at all meetings of the Board of Directors. He or she may sign, with the Secretary of the Board of Directors or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, contracts, or other instruments which the Board of Directors has authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other Officer or Agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President of the Board of Directors and such other duties as may be prescribed by the Board of Directors from time to time.

9.4 Vice-President of the Board of Directors: In the absence of the President of the Board of Directors or in the event of his death, inability, or refusal to act, the Vice-President of the Board of Directors will perform the duties of the President of the Board of Directors, and when so acting shall have the powers of and be subject to all the restrictions upon the President of the Board of Directors. The Vice-President of the Board of Directors shall perform such other duties as from time to time may be assigned to him or her by the President of the Board of Directors or by the Board of Directors.

9.5 Treasurer of the Board of Directors: The Treasurer of the Board of Directors: a) shall generally be responsible for the financial affairs of the Corporation, and b) shall perform such other duties as from time to time may be assigned to him or her by the President of the Board of Directors or by the Board of Directors.

9.6 Secretary of the Board of Directors: The Secretary of the Board of Directors shall keep the minutes of the meetings in accordance with the provisions of these Bylaws and as required by law. Otherwise, the Secretary of the Board of Directors shall generally perform all duties incident to the office of Secretary and such other duties

as from time to time may be assigned to him or her by the President of the Board of Directors or by the Board of Directors.

ARTICLE 10

IRREVOCABLE DEDICATION

10.1 In the event that this Corporation shall cease in its activities and be dissolved as a Corporation and as such own any physical asset, it is expressly understood that the Member Churches of this Corporation or the Board of Directors, with or without a quorum, shall be authorized and directed to transfer and convey to such other corporation with the same or similar objectives and purposes of Christian education and be organized under Chapter 317 of Minnesota Statutes, and qualifies for tax exemption under Section 501(C)(3) of the Internal Revenue Code of 1954. In all other respects, said original Articles of Incorporation shall continue to remain in its original form.

ARTICLE 11

INDEMNIFICATION

11.1 Implementation: It shall be the policy of the Corporation to implement the provisions of Minnesota Statutes Annotated Section 317A.521, which authorizes indemnification by nonprofit corporations such as Park Christian School, Inc. The Corporation shall indemnify Officers, Directors, Employees, Agents, Volunteers, and Member Churches as outlined in Section 317A.521, which is incorporated herein by this reference as if fully set forth herein.

11.2 Conditions: Pursuant to Section 317A.521, subdivision 4, in addition to the conditions set forth in Section 317A.521, subdivisions 2 and 3, the following conditions and limitations shall also apply to any such indemnification by the Corporation:

1. An Officer, Director, Employee, Agent, Volunteer, or Member Church will not be indemnified if it is determined in any proceeding that such

Officer, Director, Employee, Agent, Volunteer, or Member Church committed acts or omissions that constitute willful misconduct or gross negligence.

2. Indemnification or the advance of expenses by the Corporation may be denied or limited as to monetary amount in any case by the majority vote of a quorum of the Board of Directors.
3. In all cases, coverage by the liability insurance carrier for costs of defense and payment of all judgments rendered against an Officer, Director, Employee, Agent, Volunteer, or Member Church shall be sought prior to any indemnification or payment of expenses by the Corporation.

ARTICLE 12

FINANCIAL TRANSACTIONS

12.1 Contracts: The Board of Directors may authorize any Officer or Officers, Agent or Agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

12.2 Loans: No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

12.3 Checks, Drafts, etc.: All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, Agent or Agents, Employee or Employees of the Corporation, as designated at the regular Board of Directors meeting following the next succeeding regular annual meeting of Member Church Representatives and in such manner as shall from time to time be determined by resolution of the Board of Directors.

12.4 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 as the Board of Directors may select.

ARTICLE 13
FISCAL YEAR

13.1 The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE 14
REMUNERATION

14.1 This Corporation shall not, incidentally or otherwise, afford or pay any pecuniary gain, dividends or other pecuniary remuneration to its Member Churches as such, and no part of the net income or net earnings of this Corporation shall directly or indirectly be distributable to or otherwise inure to the benefit of any Member Church, Director, or individual. No part of the activities of this Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation except where it is deemed to have a direct effect on the operation of the school; and this Corporation shall not participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office. This Corporation shall not lend any of its assets to any Officer, Director, or Member Church of this Corporation or guarantee to any person the payment of a loan by any Officer, Director, or the like of this Corporation. This article shall not apply to remuneration and compensation or other assistance provided to Employees of this Corporation or to others for labor, services, or materials furnished to this Corporation.

ARTICLE 15
MISCELLANEOUS

15.1 Policy Development: The Board of Directors shall have power to adopt such policies, rules, and regulations not inconsistent with law, the Constitution, or these Bylaws, as it may deem advisable for the management of the business and affairs of the Corporation.

15.2 Seal: The seal of the Corporation shall be in the form of a circle and have inscribed thereon the name of the Corporation.

ARTICLE 16
AMENDMENTS

16.1 These Bylaws may be altered, amended, or repealed by a three-fourths affirmative vote of the total number of current Board of Directors and the affirmative vote of three-fourths of the governing bodies of the current Member Churches.

ARTICLE 17
EFFECTIVE DATE

17.1 The effective date of these Bylaws shall be the date the Board of Directors and the governing bodies of the Member Churches approve and accomplish the requirements of Article 16, in this case, on the fifth day of July two thousand fourteen.