

Bylaws

12/20/2016

# Article I – Name

The name of this Corporation is Tree of Life Tallahassee, Inc. (a Messianic Jewish / Christian school), hereafter referred to as the Corporation. The Corporation is organized as a non-profit entity in the State of Florida and no part of the net earnings of the Corporation shall be used to benefit any private member or individual.

# Article II – Purpose

As a Messianic Jewish / Christian School, the Bible forms the basis of our educational philosophy and thus provides the correct worldview and essential truths for life. The following represents the general purpose of the school:

1. To provide a safe, loving and stimulating environment in which students can learn.
2. To provide instructions in regular courses of study, upholding a high standard of scholastic excellence.
3. To work with students with special needs on an individual basis.
4. To provide all instruction and interactions with students from a definite Biblical viewpoint.
5. To help children to develop their faith, character and intellectual abilities so they may fulfill the purpose that God has planned for them.
6. To develop a sense of service and moral responsibility in children so they may become positive influences in their home and community.

# Article III – Statements of Faith and Lifestyle

Each member of the Board of Directors and each employee of the Corporation, having accepted Yeshua the Messiah (Jesus Christ) as his or her personal Savior, and shall subscribe annually in writing to the following **Statements of Faith**:

1. We believe the Bible to be God’s true, living and holy word, written by men inspired by the Holy Spirit. The Bible is as valid and applicable to our lives today as it was when it was first written (2 Timothy 3:16-17; 2 Peter 1:21).
2. We believe there is one eternal God, made up of three manifestations —God the Father, Yeshua (Jesus) the Son, and the Holy Spirit (Genesis 1:1; Matthew 28:19; John 10:30).
3. We believe that Yeshua the Messiah is the Son of God (John 10:33) and we hold the following to be true:
	1. Yeshua was born of a virgin (Isaiah 7:14; Matthew 1:23; Luke 1:35)
	2. Yeshua led a sinless life (Hebrews 4:15; 7:26)
	3. Yeshua performed many miracles while he was here on earth (John 2:11)
	4. Yeshua died on the cross to pay the price for our sins; which is death (1 Corinthians 15:3; Ephesians 1:7; Hebrews 2:9)
	5. Yeshua rose from the dead and is at the right hand of God the Father (John 11:25; 1 Corinthians 15:4), (Mark 16:19)
	6. Yeshua will return again to earth in power and glory (Acts 1:11; Revelation 19:11).
4. We believe that all people have sinned in the eyes of God and that the consequence of sin is spiritual death. However, because God loves us so much, He gave His only Son to die on the cross to pay for our sins. Anyone who accepts God’s gift and believes in Yeshua as their Lord and Savior will have everlasting life and will spend eternity in Heaven with Him (John 3:16–19, 5:24; Romans 3:23, 5:8–9; Ephesians 2:8–10; Titus 3:5). Those who reject God’s gift will spend eternity separated from Him in Hell (John 5:28–29). This represents our definition of a “Believer”.
5. We believe that each Believer has a personal relationship with Yeshua, seeking guidance, wisdom and giving glory to Him thru personal prayers and petitions (Heb 4:14–16).
6. We believe that all Believers in our Lord Yeshua the Messiah become spiritual brothers and sisters in Messiah. Regardless of who they were in their former lives, where they came from, or what they did, are born again into a new family. (Romans 8:9; 1 Corinthians 2:12–13; Galatians 3:26–28).
7. We believe that those who are saved in Messiah are filled with the Holy Spirit. The Holy Spirit is given to us to help us to live daily according to God’s direction and purpose (Romans 8:13–14; 1 Corinthians 3:16, 6:19–20; Ephesians 4:30; Gal 5:22-23).

Each member of the Board of Directors and each employee of the Corporation shall abide by the following Statement of Lifestyle:

*As a follower of Messiah, we each humbly submit our will and lives to God and strive to have a Messiah-like attitude and behavior in accordance with the God-breathed scriptures in the Bible.*

# Article IV – Mission Statement

Tree of Life Tallahassee, Inc. is a non-profit, Messianic Jewish / Christian kindergarten thru twelfth grade private school. It is our mission at Tree of Life Tallahassee, Inc. to meet a student’s need for emotional, social, spiritual, physical, and academic development thru multi-age classrooms that focus on students making continuous progress regardless of a student’s age, grade level, or ability.

# Article V – Board of Directors

The Corporation shall be governed by a Board of Directors, hereafter referred to as The Board. The following sections outline the responsibilities and the operational policies governing board membership.

## Section 1 – General Responsibilities

The general responsibilities of the Board shall include but not be limited to:

1. Provide spiritual leadership, to seek God’s direction thru prayer and to provide guidance in all matters concerning the Corporation
2. Create and maintain policies and procedures which govern the Corporation
3. Make all final personnel decisions, including approving all hires or staff disciplinary measures according to other provisions in the Bylaws
4. Establish salaries, benefits or other methods of compensation for Corporation employees
5. Establish all tuition and fees
6. Have final approval for all educational programs and curriculum
7. Promote the School and Messianic Jewish / Christian education in the community

## Section 2 – Board Member Number and Tenure

1. The Board shall be comprised of a minimum 5 board members
2. A majority of the board members shall also be members of Tikvat Ami Messianic Synagogue of Tallahassee, Inc. The Rabbi of Tikvat Ami Messianic Synagogue of Tallahassee shall serve as President of the Board until he/she retires or leaves the position of Rabbi or the Rabbi appoints a Zekain from Tikvat Ami Messianic Synagogue to serves as President of the Board.
3. The remaining board members shall be parents of current students of Tree of Life Tallahassee, Inc.
4. The School Administrator, hereafter known as the “Administrator” shall serve as a voting member of the Board and is expected to attend all Board meetings. The Administrator may NOT vote on her/his salary.
5. The school bank account will be in the name of the Adminstrator and one other board member as decided by the board.
6. Any board members that also are employees of the school may NOT vote on their salary.
7. Any board members that are married to any current school employee may not vote on their spouse’s salary.
8. Any votes need to have a Quorum to be passed and implemented. A Quorum is defined as half of the board plus one.

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## Section 3 – Board Composition and Qualifications

Members of the Board of Directors shall have the following qualifications:

1. Shall be mature Believers who are active in their faith and who adhere to the purpose, mission, values and philosophy as stated in Articles II – IV in these Bylaws.
2. No Board Member that is also a salaried employee may vote directly on their own salary. Also spouses of Board Members may not vote on their spouse’s salary should a husband/wife team serve as Board Members.

## Section 4 – Powers and Duties

1. The Board will set the spiritual tone for the Corporation. Board members shall pray both individually and together for the administration, faculty, staff, parents, and children of the School.
2. The primary function of the Board is to set the Corporation policy, while the daily administration is the work of the Administrator. The Board’s policies set the boundaries within which the Administrator functions. The Board will maintain authority over the overall direction of the Corporation.
3. The Board’s authority is corporate. Individual Board members have authority to act on behalf of the Corporation only when the Board is convened in regular or special session. There shall be only one line of authority, which will flow from the Board, through its President, to the Administrator who is charged with conveying the decisions and actions of the Board to faculty, staff, students, and parents as appropriate.
4. The Board shall approve the procurement, maintenance contracts, and overall management of the property and the capital equipment of the Corporation.
5. The Board shall oversee the general financial operation of the Corporation by approving annual budgets, devising methods of raising necessary operating funds, and determining how these funds shall be disbursed.
6. The Board shall arrange for an independent financial review as needed.
7. The Board shall have the authority to acquire and dispose of assets – real, personal, tangible, and intangible – and to borrow money in the name of the Corporation. No financial decision should be made or action taken if it will prevent the Corporation from having a balanced operating budget.
8. The fiscal period for the Corporation shall run from July 1 through June 30.
9. The Board shall exercise due care to ensure that the Corporation operates according to accepted legal principles. The Board shall seek legal advice from licensed practitioners when the need arises.
10. A significant duty of the Board is the selection of the Schools’ Administrative Officer (“Administrator”). The Administrator will implement the Board’s policies and directives and manage the day-to-day operation of the Corporation. An annual evaluation of the Administrator is required and is the responsibility of the entire Board.
11. Upon recommendation by the Administrator, faculty and staff of the Corporation shall be appointed by the Board after due consideration of their spiritual and academic qualifications. Employees shall be appointed only if they can be trusted to meet the spiritual and educational objectives of the Corporation.
12. The Board, with the knowledge and input of the Administrator, shall have the authority to dismiss anyone associated with the Corporation who does not fulfill the requirements set forth in: the Bylaws, the employment agreement; or who, in the Board’s opinion, fails to live by biblical standards.
13. The Board shall oversee the creation and maintenance of a Policies and Procedures Manual and a Student / Parent Manual. The manuals shall be reviewed annually.
14. The Board shall approve educational programs, texts and standards of achievement for the Corporation which are recommended by the faculty under the leadership of the Administrator.
15. The Board shall evaluate itself annually during the month of June. Each member shall also evaluate his or her willingness and ability to continue in a Board position. Individual Board members shall annually sign the “Leadership Commitment” form attached hereto.
16. When approached by other parents or staff members with complaints, Board Members must understand and follow the dispute resolution model found in Matthew 18 and refer matters to the Administrator as appropriate.
17. Board Members shall make arrangements with the Administrator to have periodic access to the Corporation during both class hours and after hours to observe the staff and students in their daily activities.
18. The Board is to serve as the final appellate body in grievances and appeals involving staff and/or students of the Corporation.
19. The Board shall meet regularly and record the proceedings of all meetings. The record of the meeting is public domain and will be made available with a written request.

## Section 5 – Board Meetings

1. Regular Sessions
	1. Regular meetings of the Board are to occur a minimum of once each month that the Corporation is in session. Any exceptions will be made known in advance by the Board.
	2. Special meetings of the Board may be called by the President, the Administrator or by written request of two (2) or more Board Members.
	3. The Board Members shall receive notices at least ten (10) days in advance of regular meetings and two (2) days’ notice of special meetings.
	4. A calendar of regularly scheduled meetings shall be maintained by the Board Secretary and on the Corporation’s website. It falls to interested parties to contact the Corporation for the most up-to-date Board Meeting Schedule. The board meeting schedule will also be posted on the school website.
	5. Any parents, staff member or other interested individuals may attend the Board Meetings and submit a public comment to the Board. A public comment must be submitted in writing a minimum of twelve (12) days prior to the meeting. Any person addressing the Board shall agree to and sign a Code of Conduct during Board Meetings prior to the start of the meeting. See attached.
	6. The Board may invite individuals to participate in regular or special Board meetings at their discretion. Individuals who are invited are not subject to Article V, Section 5, 1, E; however are still subject to the Code of Conduct.
	7. The President in consultation with the Administrator shall prepare an agenda for regular Board meetings. Such agendas shall be provided to all Board members at least one week prior to the meeting whenever practicable.
2. Special Meetings
	1. Special Meetings of the Board may be called by the President or by a majority of the members of the Board. In such cases, the course of action will be discussed and entered into the minutes the next Regular Meeting.
	2. Notice of the time and place of all Special Meetings of the Board shall be given to each Member of the Board by telephone, e-mail, and posted at least 48 hours prior to the scheduled Special Meeting whenever possible.
3. Emergency Action
	1. In the case of an emergency, the President of the Board may poll the full Board to secure authorization for a given course of action. In such cases, the course of action will be discussed and entered into the minutes to be voted on during the next Regular Meeting.
4. Meetings of the Board of Directors shall be governed by a simplified version of Robert’s Revised Rules of Order.

## Section 6 – Selection of Board Members

### **A. Vacancies on the Board of Directors**

1. A vacancy on the Board shall be deemed to exist in the case of a Member of the Board’s resignation, death, incapacity, or removal from the Board of Directors.

### B. Nominations for the Board of Directors

1. Candidates for the Board of Directors can be nominated by Members of the Board or parents of currently enrolled students.
2. Such candidates must be interviewed prior to appointment to determine interest, suitability, and eligibility.
3. A signed copy of the Code of Conduct must be on file.

### C. Appointment of Directors

1. Any vacancy on the Board of Directors may be filled by a majority resolution of the remaining Members of the Board.

### D. Resignation or Dismissal from Board of Directors

1. After prayerful consideration, any Board Member may resign from office. They shall tender their resignation by letter to the Board of Directors.
2. Any Board Member may be removed from the Board of Directors for failure to meet the qualifications set forth in Article V, Section 3 & 4; for excessive absence from Regular and Special Meetings of the Board of Directors. Removal shall require a two-thirds vote of the Board.
3. In view of the serious nature of a Board member’s involuntary removal from office, every effort shall be made by all parties to show compassion and forbearance. Corrective measures and actions designed to promote genuine repentance and personal restoration shall be applied. Dismissal from the Board shall be a matter of “last resort.” Any unpleasantness surrounding such action shall be dealt with quickly and take into account the dignity and personal privacy of the individual in question.
4. In the event a Board Member who has left the Board was an officer, another member shall be designated by majority vote of the current Members of the Board to assume the responsibilities of the office now vacant.

# Article VI – Voting

1. At all meetings of the Board of Directors, whether Regular or Special, the personal presence of a majority of Board members shall constitute a quorum for the transaction of business. Only current Members may vote at meetings of the Board, and proxy votes are not valid.
2. In the absence of a quorum, a minority of Members of the Board may adjourn any meeting of the Board from time to time, without notice other than announcement at the meeting, until a quorum is present.
3. A minority of active Members of the Board may not transact any business – except the filling of vacancies on the Board of Directors – if there is not a sufficient number of Members of the Board to constitute a quorum as provided in the Bylaws.

# ARTICLE VII – Committees of the School Board

The President may establish, with the approval of the Board, any standing or temporary committees for the necessary business of the school on an as needed basis. Committee members may be volunteers or appointed by the Board.

# ARTICLE VIII – Officers of the Board

The Board shall annually elect Officers of the Board from among it’s current members. The duties of the Officers shall be limited to the following:

## President:

The President shall preside at all Board meetings and perform such other duties as approved by the Board. The President shall be the Administrator’s primary point of contact with the Board when the Board is not in session.

## **Vice-President:**

The Vice-President shall perform the duties of the President in the latter’s absence, disability, or refusal to act. When so acting, the Vice-President shall have all powers of and be subject to all the restrictions upon the President. The Vice President shall perform any other duties or act in any other such capacity as may be prescribed by the Board within the provisions of these operational procedures.

## Secretary:

The Secretary shall record and keep record of the minutes of any and all meetings of the Board. If the Secretary is not at a meeting, the Secretary shall delegate the task of recording Board business to another Member of the Board. The Secretary shall have custody of all Board records and shall conduct necessary correspondence on behalf of the Board.

## Treasurer:

The Treasurer shall oversee the financial records showing the financial condition of the Corporation and act as the custodian of all monies of the Corporation, and perform other such duties as are customarily performed by such an officer. The Treasurer may delegate with the Board’s approval such accounting/financial activities as they deem necessary.

If at such time there are an insufficient number of Directors to fill these officer positions a single Member of the Board may assume no more than two of these positions.

# ARTICLE IX – School Administrator

## Section 1 – Responsibilities of the School Administrator

The School Administrator shall serve as the Chief Operating Administrator of Tree of Life Tallahassee, Inc. Subject to the limitations of the Articles of Incorporation and the Bylaws, the School Administrator shall have the following duties and responsibilities:

1. To serve as the official representative of Tree of Life Tallahassee, Inc. with the necessary input of the Board.
2. To serve as the administrative head of the Corporation in its daily affairs; to define and implement school policy and operating procedure appropriate to the accomplishment of its purposes and goals.
3. To seek the advice and counsel of the Board, and others as he/she may deem appropriate, in the operations of Tree of Life Tallahassee, Inc. while administering in the following areas:
	1. To minister to the educational and spiritual needs of the students of the school in their capacity of School Administrator;
	2. To fill approved employment positions of the Corporation with candidates of their choice and to set their salaries within budgetary position guidelines as established and approved by the Board; to remove or otherwise terminate employees under their supervision;
	3. To establish job descriptions and duties of assistants, principals, faculty, and staff of the school; to supervise and evaluate school personnel; to establish review procedures and staff development;
	4. To serve as the instructional leader of the Corporation in the programs and services offered; to supervise the instructional programs of the Corporation; to select and implement curriculum; to establish long-range planning efforts for the improvement of the Corporation.
4. To solicit the input of the Board in the administration of the financial affairs of the school; to develop and implement the annual school budget with appropriate positions and designations in coordination with the Board, to develop and implement a realistic and appropriate tuition and fee schedule; to oversee any fund raising activities; and to supervise the financial plan of the school as necessary to its effective and efficient operations.
5. To serve as liaison between the Board, the Corporation and the families of it’s current students; to serve as liaison between the Corporation, community, churches, etc.
6. To accomplish all other duties and responsibilities as may be required by their calling as School Administrator of Tree of Life Tallahassee, Inc. or as may be required to fulfill their charge as prescribed by the Bylaws.
7. The administrator shall not exceed spending more than $3500 in a single transaction without board approval.

## Section 2 - Selection and Annual Review of the School Administrator

The School Administrator shall be selected by the Board, at such time as a vacancy may occur. The candidate so selected must meet the qualifications of Section 4 and shall serve until they voluntarily or involuntarily vacates the position.

The Board shall review the performance of the School Administrator annually.

## Section 3 - Vacancy and Search Procedures

Should the position of School Administrator become vacant due to death, resignation, disability, termination, or otherwise, the Board shall establish such search procedures as may be necessary to locate a qualified candidate or candidates for the position. The final selection of a qualified candidate (according to the provisions of Section 4 below) will be accomplished by the Board.

In the interim, the Board shall appoint an Interim School Administrator to fulfill the duties and responsibilities of School Administrator. An Interim School Administrator shall serve no longer than one (1) academic year.

## Section 4 - Qualifications

A candidate for the position of School Administrator must meet the following qualifications:

1. Shall have undergone a born-again conversion experience, accepting Yeshua the Messiah as the Lord and Savior of their life and embrace the Statements of Faith and lifestyle in Article III.
2. Shall have developed spiritual maturity to be a spiritual leader of the Corporation.
3. Shall support the purposes and doctrines of the Corporation.
4. Shall meet the qualifications of licensing according to the operational procedures of the Corporation.
5. Shall evidence sufficient academic and/or professional qualifications to equip them for the position of School Administrator;
6. Shall possess any other spiritual or professional qualifications as may be necessary to the position and as specified by the Board.

# ARTICLE X - INDEMNIFICATION

## Section 1 - Definitions (For purposes of this Article)

1. The phrase Director or Officer shall include a person who, while serving as a Director or an Officer of the Corporation, is or was serving at the request of the Corporation as Director, Board member, Officer, partner, member, manager, trustee, employee, fiduciary, or agent of another foreign or domestic corporation, nonprofit organization, or other person or employee benefit plan. The phrase Director or Officer shall also include the estate or personal representative of a Director or Officer, unless the context requires otherwise.
2. The term proceeding shall mean any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, whether formal or informal; any appeal in such action, suit, or proceeding; and any inquiry or investigation that could lead to such action, suit, or proceeding.
3. The term party includes an individual who is, was, or is threatened to be made a named defendant or respondent in a proceeding.
4. The term liability shall mean any obligation to pay a judgment, settlement, penalty, fine, or reasonable expense incurred with respect to a proceeding.
5. The term official capacity shall mean the office of Director in the Corporation, and, when used with respect to a person other than a Director, shall mean the office in the Corporation held by the Officer or the employment, fiduciary, or agency relationship undertaken by the employee or agent on behalf of the Corporation, but in neither case shall include service for any foreign or domestic corporation or for any other person or other enterprise.

## Section 2 - General Provisions

The Corporation may indemnify any person who is or was a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a Director or Officer of the Corporation, against expenses (including attorney’s fees), liability, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if such person (a) acted in good faith, (b) reasonably believed, in the case of conduct in an official capacity with the Corporation, that the conduct was in the best interests of the Corporation, and, in all other cases, that the conduct was at least not opposed to the best interests of the Corporation, and (c) with respect to any criminal proceeding, had no reasonable cause to believe that the conduct was unlawful. However, no person shall be entitled to indemnification under this Section 2 either (a) in connection with a proceeding brought by or in the right of the Corporation in which the Director or Officer was adjudged liable to the Corporation, or (b) in connection with any other proceeding charging improper personal benefit to the Director or Officer, whether or not involving action in that person’s official capacity, in which the Director or Officer is ultimately adjudged liable on the basis that the Director or Officer improperly received personal benefit. Indemnification under this Section 2 in connection with a proceeding brought by or in the right of the Corporation shall be limited to reasonable expenses incurred in connection with the proceeding. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself be determinative that the person did not meet the standard of conduct set forth in this Section 2.

## Section 3 - Successful Defense on the Merits; Expenses

To the extent that a Director or Officer of the Corporation has been wholly successful on the merits in defense of any proceeding to which he or she was a party, such person shall be indemnified against reasonable expenses (including attorney’s fees) actually and reasonably incurred in connection with such proceeding.

## Section 4 - Determination of Right to Indemnification

Any indemnification under Section 2 (unless ordered by a court) shall be made by the Corporation only as authorized in each specific case upon a determination that indemnification of the Director or Officer is permissible under the circumstances because such person met the applicable standard of conduct set forth in Section 2. Such determination shall be made by the Board of Directors;

1. by a majority vote of a quorum of disinterested Directors who at the time of the vote are not, were not, and are not threatened to be made parties to the proceeding, or
2. if such a quorum cannot be obtained, by the vote of a majority of the members of the Executive Committee of the Board of Directors, provided that committee shall consist of two or more Directors who are not parties to the proceeding (Directors who are parties to the proceeding may participate in the designation of Directors to serve on such committee), or
3. if such a quorum of the Board of Directors cannot be obtained or there is no Executive Committee, or even if such a quorum is obtained or the Executive Committee exists, but such quorum or committee so directs, then by independent legal counsel selected by the Board of Directors in accordance with the preceding procedures. Authorization of indemnification and evaluation regarding the reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that, if the determination that indemnification is permissible is made by independent legal counsel, authorization of indemnification and evaluation of legal expenses shall be made by the body that selected such counsel.

## Section 5 - Other Employees and Agents

The Corporation shall indemnify such other employees and agents of the Corporation to the same extent and in the same manner as is provided above in Section 2 with respect to Directors or Officers, by adopting a resolution by a majority of the members of the Board, specifically identifying by name or by position the employees or agents entitled to indemnification.

# ARTICLE XI - FACULTY AND STAFF

The faculty and staff shall be appointed by the Board of Directors upon recommendation of the Administrator.

Individuals serving on the faculty and staff shall be believers who agree wholeheartedly with Articles II, III, and IV of the Bylaws. Such individuals shall be role models in the Corporation and community. They shall actively serve and worship in a local synagogue or church whose doctrine aligns with Article II of the Bylaws and agree to the scriptural principles for leadership set forth in Article V, Section 1.

Faculty and staff responsibilities are to be defined in job descriptions approved by the Board.

The faculty shall be appointed each year by written contract after careful consideration of evaluations and spiritual and academic qualifications.

Staff may be appointed by written contract at the discretion of the Board.

The Administrator or his/her designee shall evaluate faculty and staff annually on the basis of their job descriptions and other relevant factors.

**Understanding and Agreement**

All Staff shall sign a statement of “Understanding and Agreement,” agreeing to follow the guidelines set by the Student/Parent Manual. This Manual can and will be updated with approval of the Board of Directors. The Administrator will make all changes available to the public.

**Student/Parent Manual**

All teachers and staff will read and understand the Student/Parent Manual. This Manual can and will be updated with approval of the Board of Directors. The Administrator will make all changes available to the public.

# ARTICLE XII - DISPUTE RESOLUTION

The Board shall ensure that each contract for employment shall contain language for dispute resolution as follows:

The parties to this agreement are Messianic Jews / Christians and believe that the Bible commands them to make every effort to live at peace and to resolve disputes with one another in private or within the Messianic Jewish / Christian community in conformity with the biblical injunctions of 1 Corinthians 6:1–8, Matthew 5:23–24, and Matthew 18:15–20. Therefore, the parties agree that any claim or dispute arising out of, or related to, this agreement or any aspect of the employment relationship, including claims under federal, state, and local statutory or common law, law of contract, and law of tort, shall be settled by biblically-based mediation consistent with Matthew 18.

# ARTICLE XIII – STUDENTS AND PARENTS

## Section 1 - Nondiscrimination Statement

Admission materials and the Student/Parent Manual shall contain language reflecting the following policy:

*“Tree of Life Tallahassee, Inc. admits students of any race, color, religion, or national or ethnic origin to all the rights, privileges, programs, and activities generally afforded or made available to students at the school. It does not discriminate on the basis of race, color, religion, or national or ethnic origin in the administration of its educational policies, admissions policies, scholarship and loan programs, athletic programs, or other school-administrated programs.”*

## Section 2 – Student/Parent Manual

All students and parents will sign a statement of “Understanding and Agreement,” agreeing to follow the guidelines set by the Student/Parent Manual. This can and will be updated with approval of the Board of Directors. The Administrator will make all changes available to the public.

# ARTICLE XIV – MISCELLANEOUS

## Section 1 - Account Books, Minutes, Etc.

The Board shall keep correct and complete books and records of account. The Board shall also keep minutes of the proceedings of Board and committees meetings. All books and records of the Corporation may be inspected by any Board member for any proper purpose at any reasonable time. Per the Florida Sunshine Laws, books and records of the Corporation will be made available with a written request.

## Section 2 - Designated Contributions

The Corporation may accept any designated contribution, grant, bequest, or devise consistent with its general tax-exempt purposes, as set forth in the Articles of Incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes, or uses; and every reasonable effort will be made to honor such contribution designations. However, the Corporation shall reserve all right, title, and interest in and to, and control of, such contributions, as well as full discretion regarding the ultimate expenditure or distribution thereof in connection with any special fund, purpose, or use. Further, the Corporation shall retain sufficient control over all donated funds (including designated contributions) to ensure that such funds will be used to carry out the Corporation’s tax-exempt purposes.

## Section 3 - Conflicts of Interest

If any Board member is aware that the Corporation may or is about to enter into any business transaction directly or indirectly with himself or herself, any member of the Director’s family, or any entity in which he or she has any legal, equitable, or fiduciary interest or position, including, without limitation, as director, officer, shareholder, partner, beneficiary, or trustee, such person shall (a) immediately inform those charged with approving the transaction on behalf of the Corporation of such person’s interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within the Director’s knowledge that bear on the advisability of such transaction from the standpoint of the Corporation, and (c) not be entitled to vote on the decision to enter into such transaction. Voting on such transaction shall be conducted as follows:

The Board of Directors will meet with the interested Director so as to gather information and ask and answer relevant questions about the possible conflict.

The interested Director shall withdraw from the meeting and shall abstain from voting on the matter.

Discussion of the matter outside of the presence of the interested Director shall be held by the Board.

The remaining members of the Board shall vote. Such voting shall be by written ballot. Such ballots shall not reflect the name or identity of the person voting.

A majority vote of the Board shall be required for approval of the transaction.

## Section 4 - No Private Inurement

The Corporation is not organized for profit and is to be operated exclusively for the promotion of social welfare in accordance with the purposes stated in the Articles of Incorporation as amended and restated. The net earnings of the Corporation shall be devoted exclusively to charitable, religious/educational purposes and shall not inure to the benefit of any private individual. No Director or person from whom the Corporation may receive any property or funds shall receive or shall be entitled to receive any pecuniary profit from the operation thereof, and in no event shall any part of the funds or assets of the Corporation be paid as salary or compensation to, or distributed to, or inure to the benefit of any Director; provided, however, that

1. reasonable compensation may be paid to any Director while acting as an agent, a contractor, or an employee of the Corporation for services rendered in effecting one or more of the purposes of the Corporation,
2. any Director may, from time to time, be reimbursed for such Director’s actual and reasonable expenses incurred in connection with the administration of the affairs of the Corporation, and
3. the Corporation may, by resolution of the Board, make distributions to persons from whom the Corporation has received contributions previously made to support its activities to the extent such distributions represent no more than a return of all or a part of the contributor’s contributions.

## Section 5 - References to Internal Revenue Code

All references in these Bylaws to provisions of the code are to the provisions of the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

## Section 6 - Severability

The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

## Section 7 – Dissolution of Corporation

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## Section 8 – Non Discrimination Clause

“Tree of Life Tallahassee, Inc. admits students of any race, color, religion, or national or ethnic origin to all the rights, privileges, programs, and activities generally afforded or made available to students at the school. It does not discriminate on the basis of race, color, religion, or national or ethnic origin in the administration of its educational policies, admissions policies, scholarship and loan programs, athletic programs, or other school-administrated programs.”

# ARTICLE XV - AMENDMENTS OF THE BYLAWS

The Board shall have power to alter or amend the Bylaws by a two-thirds vote of the Directors. Repealing or adopting new Bylaws or changes to Articles II, III and IV require a unanimous vote of the Board.

# ARTICLE XVI – MANAGING DOCUMENTS

## Section 1 – Operation Documents

Tree of Life Tallahassee, Inc. operates through the use of The Holy Bible and three additional documents. These documents are listed in order of priority. If there seems to be a conflict between any of the listed documents, the higher priority document will override.

1. The Holy Bible – Tree of Life Version

2. Tree of Life Tallahassee, Inc. School’s Bylaws

3. Tree of Life Tallahassee, Inc. School’s Policies and Procedures Manual

4. Tree of Life Tallahassee, Inc. School’s Student/Parent Manual

## Section 2 – Board Approval and Review

The Bylaws and Manuals shall be reviewed annually by the Board. These documents will be made public and available for review in the School office. Electronic copies will be provided upon written request. The Board shall be the final authority of the interpretation of said documents. The Bylaws and Manuals can and will be updated as necessary. The Administrator will make all changes public.

## Leadership Commitment

Knowing that God has spoken clearly in His Word concerning the character and responsibility of a leader, I wholeheartedly agree with the following statements:

1. I will seek to maintain a close, intimate walk with the Lord by regularly spending time alone with Him, in His Word, and in prayer.

2. I will seek to be Messiah-like in my attitudes and behavior in all things.

3. I will pray for those who serve with me as Board members, for the School Administrator, for the faculty and staff of the Corporation, for the students and parents of the Corporation, and for this ministry’s testimony in the community.

4. I will be diligent in preparation for all Board Meetings and participate in duly-appointed committees.

5. I will faithfully attend all meetings of the Board unless I am hindered from doing so by compelling reasons such as illness or necessary travel. When I am unable to attend, I will notify the Board President in advance, if possible. I will follow up with the Board Secretary and/or other Board members to be informed about the proceedings of the meeting that I missed.

6. My fellowship, speech, and manner with my colleagues on the Board and with any members of the Corporation family will be characterized by love, grace, and humility. With the help of the Holy Spirit, I will refrain from expressing demeaning attitudes through criticism and complaint.

7. While respecting divergent views and convictions expressed by my colleagues on the Board, I will express my views and differences of opinion constructively and with grace. Once the Board has discussed and voted on an issue, and regardless of my personal vote on that issue, I will publicly support the Board’s decision.

8. I will be an encourager, acting with integrity and discretion, and will endeavor to maintain the unity of the Spirit through the bond of peace.

I have studied and prayed about these statements of commitment, and I believe God would have me serve as a Board Member according to these standards.

Signature \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

## Code of Conduct for Comments during Board Meetings

The Board of Directors encourages parent and teacher involvement and input. In order to maintain a fair, professional and God honoring forum for public comments during regular Board Meetings, the following rules will apply:

1. Public comments may include statements or questions. At the discretion of the Chair, immediate responses may be given; otherwise, questions will be considered and answered in writing in a timely manner by the appropriate individual(s).

2. All comments will be made in a manner that glorifies God and demonstrates humility. (Phil. 2:3-4; 1 Cor. 10:13 – “So whether you eat or drink or whatever you do, do it all for the glory of God.”)

3. Speakers will make every effort to speak the truth in love and to verify facts before commenting. (Eph. 4:25 – “Therefore each of you must put off falsehood and speak truthfully to his neighbor, for we are all members of one body.”)

4. All comments will be respectful, reflecting respect for people as bearers of the image of God and demonstrating a desire to build up rather than tear down. (Eph. 4:29 – “Do not let any unwholesome talk come out of your mouths, but only what is helpful for building others up according to their needs, that it may benefit those who listen.”)

5. Guests will listen and not interrupt others or speak out of turn. (James 1:19 – “My dear brothers, take note of this: Everyone should be quick to listen, slow to speak and slow to become angry.”)

6. Speakers will be respectful of the three minutes allotted time for comments or questions.

Comments or questions by guests outside of the public comment period is inappropriate and will not be permitted. Those who disrupt a meeting in this way may be asked to leave and excluded from future meetings.

7. Acknowledging the call of Believers to treat one another with love and deference, as taught by and demonstrated by our Lord and Savior, Yeshua the Messiah (Jesus), I commit to abide by the above instructions in both attitude and action.

Signature \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_