



CORNERSTONE ACADEMY
AND
MINISTRIES, INC



CONSTITUTION

We, the community of Cornerstone Academy and Ministries, Inc., are mindful of God's will that children be taught the content and practical application of His Word in every aspect of learning and activity in life, and firmly believe that Christ-centered instruction and training is a necessary part of the fulfillment of His will.

Our mission is to assist parents in providing an excellent classical education, and building godly character founded on a biblical worldview, thereby developing passionate disciples of Jesus Christ. Our vision is to further impact this community and the world with young Christian leaders who think clearly and listen carefully with discernment and understanding, reason and articulate precisely, evaluate their range of experience in the light of the Scriptures, and submit to God with joyful eagerness.

Our Principles, Statement of Faith, Philosophy, and Approach to Education has been clearly defined, is inviolable and unchangeable, and is continually made available for the Cornerstone community and prospective student families.

The Articles of Incorporation and By-Laws have been written and reviewed by all interested stakeholders, and are available in the Cornerstone office for reference.

Accepted on behalf of Cornerstone Academy and Ministries, Inc, community,

(Signed original is available in front office.)

George Arola, President

Date

PRINCIPLES OF CORNERSTONE ACADEMY

The Cornerstone community is mindful of God's will
that children be taught the content and
practical application of His Word in every aspect
of learning and activity in life,

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we firmly believe that Christ-centered instruction
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of the fulfillment
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STATEMENT OF FAITH

CORNERSTONE ACADEMY

The statement of faith adopted by Cornerstone Academy is limited to primary Christian doctrine, which is considered to be central to all Christian denominations, and which sets Protestant Christianity apart from other faiths.

We believe the Bible alone to be the Word of God,
the ultimate and infallible authority for faith and practice.

We believe there is one God, eternally existent in three persons:
Father, Son, and Holy Spirit.
He is omnipotent, omniscient, and omnipresent.

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.

We believe that regeneration by the Holy Spirit is absolutely necessary for the salvation of lost and sinful men.

We believe that salvation is by grace alone through faith.

We believe that faith without works is dead. Each person has a God-given purpose to further His Kingdom.

We believe in the present ministry of the Holy Spirit, by whose indwelling the Christian is enabled to live a godly life.

We believe in the resurrection of both the saved and the lost; the saved to the resurrection of life, and the lost to the resurrection of damnation.

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

PHILOSOPHY OF EDUCATION

CORNERSTONE ACADEMY

We are committed to providing a classical, biblically-based education to young people in grammar and secondary grade levels. Our education is intended to be inherently different in philosophy and content than that offered in the public schools, striving to operate as a servant to the family under the assumption that the education of young people is the primary responsibility of parents and immediate family rather than the responsibility of the state.

We believe the Bible clearly instructs *parents*, not the church or state, to "bring children up in the discipline and instruction of the Lord." As long as children are under their parents' authority and undergoing formal education, they should be trained biblically. We want to help parents teach their children that all they do should be done "heartily, as unto the Lord." Therefore, we seek to encourage quality academic work and maintain high standards of conduct. This includes biblical principles of discipline.

God's character is revealed not only in His Word, but also in every facet of the creation. We believe that all things should be held in balance in order of priority: to serve God first, support the family, and provide excellence in academic offerings and opportunity for extracurricular activities that complete a well rounded educational environment.

APPROACH TO EDUCATION

CORNERSTONE ACADEMY

We provide a biblically-based curriculum and teach all subjects as parts of an integrated whole with the Scriptures at the center. We teach that all knowledge is interrelated and can instruct us about God Himself.

God wants us to love Him with our minds, as well as with our hearts, souls, and strength. Therefore we seek to individually challenge children at all levels, and teach them *how* to learn by using the centuries-old, proven *classical* method emphasizing grammar, logic, and rhetoric as applicable in all subjects and to be understood as,

Grammar

the fundamental rules and data of each subject.

Logic

the ordered relationship of particulars in each subject.

Rhetoric

the means by which the grammar and logic of each subject
may be expressed clearly.



CORNERSTONE ACADEMY

BYLAWS



ARTICLE I – ORGANIZATION

1.1 Organization

Cornerstone Academy and Ministries, Inc. shall be organized as a Florida Not for Profit Corporation (hereafter referred to as the “School”).

1.2 Bylaws

These Bylaws shall be the operating policies under which the School Board will function.

1.3 Membership

This corporation shall have no “members.”

1.4 Purpose

The purpose of the School shall be to assist parents in providing an excellent classical education and building godly character founded on a biblical worldview, thereby developing passionate disciples of Jesus Christ.

ARTICLE II – SCHOOL BOARD

2.1 Definition of the School Board

The School Board is that group of persons vested with the management of the business, property and affairs of the School subject to the law, Articles of Incorporation, School Constitution, and these bylaws.

2.2 Number of School Board Members

2.2.1 The School Board shall consist of seven (7) voting members: three (3) members shall be elected and four (4) members shall be appointed. Additionally, four (4) of the voting members shall have students currently enrolled in the School.

2.2.2 The School Board shall also have one (1) Ex Officio (non-voting) member. The Ex Officio member shall be the Headmaster of the School.

2.3 Term

2.3.1 Voting members of the School Board shall be elected or appointed for three (3) year terms and may serve a maximum of two (2) consecutive full three (3) year terms. School Board members shall take office at the School Board's February meeting. After a second three-year term the aforementioned Board member shall step down from service for at least one full year before again becoming eligible for appointment or election.

2.3.2 Board members are to stagger terms of service in such manner that no more than one-third of the full Board will complete their term of service in any given fiscal year. The initial Board shall be composed of members in existence at the time of ratification. This Board will establish the initial staggered terms of the Board and shall immediately hold a special election and appointment to replace two thirds of its existing members. The provisions of this process will be those of Section 2.4 through 2.7, except in the timing as stated in that Section.

2.4 Eligibility

School Board candidates must demonstrate character consistent with the biblical qualifications of an elder or deacon without regard to gender. Candidates may not be employees of the School or immediate family members of School employees (spouse, child, or parent).

2.5 Nomination for Election

2.5.1 The Nominating Committee shall solicit nominations from parents, staff, and others.

2.5.2 After receiving such nominations, the Nominating Committee shall contact each nominee to determine his/her willingness to run and qualifications to serve. The Nominating Committee will then choose a slate of candidates based on the skills and talents needed on the School Board.

2.5.3 The Nominating Committee shall select a number of candidates, at least two more than, but not greater than twice, the number of School Board members to be elected. In the event that the number of candidates willing to run is equal to the number of School Board members to be elected, then no election is necessary and those candidates may be elected by unanimous acclaim of the Board.

2.6 Election

2.6.1 Only parents and legal guardians of students enrolled in the School for the current or upcoming school year are eligible to vote for School Board candidates.

2.6.2 No later than January 15th of each year, ballots containing the names of the candidates and a summary of each candidate's qualifications (which may be prepared by the candidates in a format prescribed by the Nominating Committee) shall be mailed or e-mailed to each parent or guardian who is eligible to vote. The Nominating Committee will establish a date, which shall be no later than January 31, by which all ballots must be received to be considered valid for counting.

2.6.3 Each eligible voter shall be entitled to vote for a number of candidates not to exceed the number of open School Board seats. Ballots with more selections than the number of open School Board seats shall be declared void and not counted.

2.6.4 Ballots will be counted by the Nominating Committee. Those candidates receiving the most votes will be elected to fill vacancies on the School Board. In the case of a tie vote, the tie will be broken by a vote of the Nominating Committee.

2.7 Appointment

- 2.7.1 The Nominating Committee shall solicit nominations from parents, staff, and others.
- 2.7.2 After receiving such nominations, the Nominating Committee shall contact each nominee to determine his/her willingness to run and qualifications to serve. The Nominating Committee will then choose a slate of candidates based on the skills and talents needed on the School Board.
- 2.7.3 During January, the Board shall appoint members to replace those whose terms will expire the following month. This appointment shall take place during a regular meeting of the Board, called in accordance with the provisions of these bylaws.
- 2.7.4 Board members shall be appointed by two-thirds vote of the Board, provided a quorum is present.

2.8 Resignation

A School Board member may resign at any time by giving written notice to the President or Secretary of the School Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt of such notice by the officer, and acceptance of the resignation shall not be necessary to make it effective.

2.9 Removal

Any voting member of the School Board may be removed from the School Board, with or without cause, at an open meeting of the School Board by a two-thirds (2/3) vote of all of the School Board members who are then in office and eligible to vote. In addition, any voting School Board member who is absent from three (3) meetings of the School Board in a twelve (12) month period of time shall be automatically removed from the School Board without a vote. Any Board member who is automatically removed may be reinstated by a 2/3 vote of the remaining School Board members who are eligible to vote, in the event there are extenuating circumstances the Board deems appropriate reasons for such absence.

2.10 Vacancies

Vacancies occurring by resignation, removal, death, or any other reason, shall be filled by appointment of a person meeting the eligibility requirements for School Board candidates specified in this Article II through a majority vote of the remaining members of the School Board. A School Board member appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor.

2.11 Compensation

No member of the School Board shall be entitled to any compensation for his/her services as a School Board member. The foregoing shall not prevent the School from reimbursing any School Board member for expenses actually and necessarily incurred by the School Board member in the performance of his/her duties as a School Board member, or from entering into a contract directly or indirectly with a School Board member for the provision of goods and/or services to the School, provided that such contract is in the best interest of the School, is on fair and reasonable terms, and does not violate any proscriptions against the School's use or application of its funds for private benefit or Article IX of these Bylaws.

ARTICLE III – OFFICERS

3.1 Definition of Officers

The officers of the School shall consist of a President, Vice President, Secretary, Treasurer, and the Headmaster. The School Board may at any time appoint such other officers or agents as it deems necessary or proper in the interests of the School. Only members of the School Board shall be eligible to serve as officers of the School except for the office of Headmaster. In addition, after the ratification of these bylaws, only School Board members who have served on the School Board for at least twelve (12) months shall be eligible to serve as President.

3.2 Election and Term of Office

Officers other than the Headmaster shall be elected by a majority vote of the School Board for one year terms at the February meeting of the School Board, with said terms to expire coincident with the election of new officers for the following year. An officer's (other than the Headmaster) term shall expire on the date that such officer ceases to be a member of the School Board, if that event occurs prior to the expiration of the one year term.

3.3 Removal

Any officer may be removed as an officer, with or without cause, at an open meeting of the School Board by a two-thirds (2/3) vote of all of the School Board members who are then in office and eligible to vote.

3.4 Vacancies

In the event of resignation, removal, death, or other inability to serve of any officer, the School Board without undue delay shall elect a successor at any meeting of the School Board to serve until the expiration of the normal term of such officer.

3.5 President

The President shall preside at all meetings of the School Board, establish the agenda for all such School Board meetings, make all committee appointments with the advice and consent of the School Board, serve as Chairperson of the Nominating Committee, execute any written instruments as directed by the School Board, and lead the annual performance evaluation of the Headmaster.

3.6 Vice-President

The Vice President shall assume all duties and responsibilities of the President in the President's absence or disability, and shall perform such other duties and responsibilities as may be prescribed by the President or the School Board.

3.7 Secretary

The Secretary shall make and keep accurate records of the proceedings of the School Board, attend to the giving and serving of all notices of the School required by law or these Bylaws, as well as attest and countersign contracts and other documents as may be required. The Secretary shall perform all duties incident to the office of Secretary and such other duties as may from time to time be required.

3.8 Treasurer

The Treasurer shall supervise the care and custody of the funds and securities of the School, direct the deposits of funds in depositories designated by the School Board, make written monthly and annual reports of the finances of the School, and make such other financial reports as may from time to time be required by the School Board. The Treasurer shall Chair the Finance Committee and be a member of the Nominating Committee.

3.8.1 All checks, drafts or orders for the payment of money shall be signed by the School's business manager and/or such person designated by the School Board.

3.9 Headmaster

The Headmaster shall be the administrator of the School who shall be appointed from time to time by the School Board. The Headmaster shall be the chief executive officer of the School and shall serve under the direction of the School Board. The Headmaster shall serve without vote as an Ex Officio member of the School Board and as a voting member of the Educational Policy committee. With School Board approval, the Headmaster may provide for such other administrative positions as he or she may deem desirable.

ARTICLE IV – COMMITTEES

4.1 Committee Organization

There shall be seven (7) standing committees of the School Board: Educational Policy Committee, Finance Committee, Building & Grounds Committee, Nominating Committee, Fundraising Committee, Marketing Committee, and Appeal Panel. In addition to these standing committees, the School Board may from time to time define such other committees as may be necessary to aid the School Board in carrying out the business of the School.

4.2 Committee Appointment

4.2.1 Before May 15 of each year, each existing committee shall submit to the School Board its recommendations of proposed members for its committee for the following year. The President with the advice and consent of the School Board shall, before June 30 of each year, appoint members to the standing and special committees according to the provisions of this Article IV. Each committee shall serve from August 1st through July 31st of the following year.

4.2.2 The School Board shall have the power to remove any member of any committee, except the Appeal Panel, with or without cause, at an open meeting of the School Board, by a majority vote of all of School Board members who are eligible to vote. Members of the Appeal Panel may only be removed by a two-thirds (2/3) vote of all of School Board members who are eligible to vote.

4.3 Communication and Approval

The role of both the standing and special committees shall be to advise the School Board in matters which are brought before the committee. The School Board shall, unless specifically delegated to a committee by these Bylaws or a formal resolution of the School Board, retain the responsibility and authority for making policy and governance decisions for the School. All actions of the committees shall be subject to the direction and approval of the School Board. All committees

shall provide the Headmaster and the School Board a copy of the minutes of each meeting held by such committee within fourteen (14) days after such meeting.

4.4 Committee membership, Size, and Duties

Each committee shall be chaired by a member of the School Board. Each School Board member shall serve on at least one committee. Except as otherwise provided in this Article IV, other members of the committees may include representatives from the parents and faculty, or any other person appointed by the School Board. The President and Headmaster may serve as Ex Officio members of any committee of which they are not already members. Except as otherwise provided in this Article IV, each committee shall have from three (3) to nine (9) members as shall be determined from time to time by the School Board.

4.4.1 The Educational Policy Committee shall consist of the Headmaster, the Principal of Academics, at least one School Board member, at least one grammar teacher, at least one secondary teacher, and other members appointed by the School Board. The Educational Policy Committee shall be responsible for advising the School Board and Headmaster on the areas of curriculum, extra-curricular activities, dress code, discipline, concerns raised by the Parent Action Committee, and other matters as determined from time to time by the School Board.

4.4.2 The Finance Committee shall be chaired by the Treasurer and shall include other members appointed by the School Board. The Finance Committee shall be charged with the responsibility of planning, arranging, recommending, and supervising the financial policies and affairs of the School, including a suitable budget and accounting system, the School's annual budget, tuition levels, tuition collection policies, compensation policies, and other matters involving the financial interests of the School. The acts, procedures, and recommendations of this committee pertaining to the aforementioned must be approved by the School Board before they become effective.

4.4.3 The Building and Grounds committee shall consist of at least one School Board member, at least one teacher, and other members appointed by the School Board. The Building and Grounds committee shall be responsible for advising the School Board regarding the maintenance and replacement of the School's physical plant, grounds, and equipment as well as other matters as determined from time to time by the School Board.

4.4.4 The Nominating Committee shall consist of no more than five (5) members including the School Board President who shall chair the Nominating Committee, the Treasurer, and other members appointed by the School Board. The Nominating Committee will be responsible for nominating School Board candidates and conducting the School Board election according to the provision of Article II of these Bylaws.

4.4.5 The Appeal Panel shall be comprised of five (5) members, not all of whom are of the same sex, including one (1) parent who is a member of the School Board, one (1) parent of a student enrolled in the School in the current or upcoming school year, two (2) educators not affiliated with the School, and one (1) additional member from any of these categories. In addition to the five regular members of the Appeal Panel, the School Board shall appoint one (1) alternate member who would serve as a voting member only in the case of a vacancy or in the event that a regular member of the Appeal Panel disqualifies himself or herself due to a conflict of interest. This alternate member shall be an educator

not affiliated with the School. Unless other responsibilities are specifically assigned to the Appeal Panel by formal resolution of the School Board, the Appeal Panel's responsibility shall be limited to hearing appeals of student expulsions and staff dismissals, excluding dismissal of the Headmaster. In hearing such appeals, the Appeal Panel shall not formulate policy but shall determine whether existing policy was fairly and appropriately applied. Following an appeal, the Appeal Panel may also make recommendations to the School Board regarding the clarification or improvement of relevant policy. All decisions of the Appeal Panel are final and shall not be subject to change by the School Board. (For the purposes of this Section 4.4.5, a person "not affiliated with the School" shall mean a person who does not have a child enrolled in the School, is not an employee of the School, is not the spouse of an employee of the School, is not a member of the School Board, or is not a member of any committee of the School Board other than said Appeal Panel.)

4.4.6 The Fundraising Committee and the Marketing Committees shall each be chaired by a member of the School Board, and shall have other members as deemed appropriate by the President, subject to the School Board's direction. The Fundraising Committee shall be responsible for coordinating, evaluating, selecting, and supervising all fundraising within the School. The Marketing Committee shall be responsible for the annual School Open House and any other efforts deemed appropriate by the committee to promote full enrollment in the School.

4.5 Meeting Frequency

The Finance Committee shall meet at least monthly during the school year. The Appeal Panel shall meet only as necessary to hear and decide appeals. The Educational Policy and Building and Grounds Committees shall meet at least quarterly. All other committees shall meet as determined necessary by their Chairs.

ARTICLE V – POWERS AND RESPONSIBILITIES

5.1 School Board

The School Board shall be the governing body of the School and, as such, shall have responsibility for School governance and policy. The School Board shall, in addition to the general powers conferred upon it by these Bylaws, have the power to:

- 5.1.1 Elect or appoint the officers of the School
- 5.1.2 Receive and hold by purchase, gift, devise, bequest, or grant real or personal property for educational purposes connected with or for the benefit of the School
- 5.1.3 Hire and terminate the Headmaster
- 5.1.4 Evaluate the Headmaster on at least an annual basis
- 5.1.5 Approve the hiring, firing, and evaluation of any Principal by the Headmaster
- 5.1.6 Establish an annual budget for the School

- 5.1.7 Establish tuition levels and financial policy
- 5.1.8 Establish a salary and benefit structure for the employees of the School
- 5.1.9 Establish School policy and regulations
- 5.1.10 Establish student discipline policy
- 5.1.11 Arrange for representatives from outside the Cornerstone community to perform an evaluation of the School, including the School Board. Such an evaluation shall be initiated by the School Board no less than once every five (5) years.
- 5.1.12 Grant and confer such diplomas and certificates or other honors on behalf of the School as are usually granted by any school of precollegiate grade in the United States.
- 5.1.13 Change the grade levels which are taught at the School
- 5.1.14 Change the eligibility criteria (excluding financial policies) for admission
- 5.1.15 Incur debt other than routine trade payables
- 5.1.16 Sell or transfer assets valued at more than \$10,000 to any non-related organization
- 5.1.17 Amend these Bylaws
- 5.1.18 Develop strategic and long range plans for the School

5.2 Headmaster

The Headmaster shall be responsible for implementing the policy established by the School Board and is responsible for managing the day-to-day operations of the School. The Headmaster shall have responsibility for the educational programs and administration of the School. He or she shall have authority to direct or prescribe the course of study of the School; administrate and enforce School policy; discipline, suspend and expel students; and administer, hire, and fire faculty and staff of the School. The hiring, firing, and evaluation of any Principal shall be subject to School Board approval. The dismissal of any teacher prior to the end of the school year shall require the concurrence of the School Board subject to a majority vote with a quorum present.

ARTICLE VI – MEETINGS

6.1 Regular Meetings

The School Board shall hold regular meetings not less than monthly, except for the month of July, on the fourth Tuesday of each month or at such other time as shall be determined by the School Board.

6.2 Special Meetings

Special meetings of the School Board may be called by the Secretary upon the written request of the President or any three (3) of the School Board members, including the Ex Officio members.

6.3 Notice of Meetings

- 6.3.1 No notice shall be required for any regular School Board meeting held on the fourth Tuesday of the month. Regular meetings held at another time and Special meetings shall be held on notice of the time and place thereof delivered personally or sent by mail, telephone, email, or FAX to each School Board member not less than five (5) days prior to the meeting; and if by telephone, confirmed in writing before the meeting.
- 6.3.2 Notwithstanding the foregoing, no notice need be given to any person who submits a signed waiver of notice before or after a meeting, or who attends a meeting without protesting any lack of notice.
- 6.3.3 Notwithstanding the foregoing, all School Board and committee meetings, excluding executive session meetings, shall be announced whenever practical in the School bulletin or through other forms of written communication to the parents and/or legal guardians of children enrolled in the School not less than five (5) days prior to the meeting.

6.4 Place of Meetings

All School Board and Committee meetings, excluding executive session meetings, shall be held in the School building or at such other place as may be set forth in any notice of such meeting. If an open meeting is to be held in a place other than the School building, then the parents and/or legal guardians of students shall be notified in writing of the time and place of the meeting not less than three (3) days prior to the meeting.

6.5 Open and Executive Session Meetings

- 6.5.1 School Board and Committee meetings will generally be conducted as open public meetings. As such, each open meeting shall include a designated time period for comments from the floor. The School Board or committee may establish any rules and guidelines for this comment period it deems appropriate to the conduct of the meeting. Furthermore, the person chairing the meeting will have the authority to limit comments from the floor to the designated comment period.
- 6.5.2 The School Board and committees may conduct executive session meetings (i.e., Meetings which are not open to individuals who are not members of the School Board or the committee) from time to time when discussing matters which the School Board or committee deems are sensitive in nature. Examples of such matters include, but are not limited to, evaluation of the Headmaster, Principal of Academics, or other staff member; compensation for a specific individual; discipline of a specific student or group of students; contract negotiations; or discussion with legal counsel.

6.6 Meeting Minutes

Minutes shall be maintained for all School Board and committee meetings. The School Board or committee shall provide a copy of the minutes of each meeting to the Headmaster within fourteen (14) days after such meeting. The minutes of all open meetings shall be made available upon request to any person entitled to vote for School Board candidates.

6.7 Adjourned Meetings

A majority of the School Board or committee members present at a meeting, whether or not a quorum, may adjourn any meeting to another time and place. Notice of such adjourned meeting need not be given if the time and place thereof are announced at the meeting at which the adjournment is taken. At such adjourned meeting, any business may be transacted which may have been transacted at the meeting as originally noticed.

6.8 Quorum

The presence of a majority of the total number of voting School Board or committee members then in office shall constitute a quorum for the transaction of business.

6.9 Voting

The vote of a majority of the School Board or committee members present at a meeting at which a quorum is present shall be the act of the School Board or committee, unless a greater vote is required by these Bylaws. Each School Board or committee member present and entitled to vote, shall have one (1) vote.

6.10 Proxies

School Board and committee members may not vote by proxy, and no proxy may be counted to determine whether or not a quorum is present at any School Board or committee meeting.

ARTICLE VII – FINANCES

7.1 Fiscal Year

The fiscal year of the School shall end on the 30th day of June of each year. As such, all of the School's financial records shall be maintained according to Generally Accepted Accounting Principles (GAAP) on a July 1 through June 30 fiscal year basis.

7.2 Financial Reports

7.2.1 The Treasurer shall make an interim written report of the finances of the School for each calendar month of the fiscal year. Copies of this monthly financial report shall be provided to each member of the School Board and Finance Committee no later than the twenty-first day of the month following the month for which the report is issued. Copies of the monthly financial reports shall also be made available upon request to those individuals eligible to vote for School Board candidates.

7.2.2 The Treasurer shall make an annual written report of the finances of the School for the School's fiscal year just ended. Copies of this annual financial report shall be provided to the Board no later than October 31st of each year and made available upon request to those persons eligible to vote for School Board candidates.

7.3 Funds

The operating funds of the School shall be deposited in the name of the School in such bank or trust companies, as may be designated by the School Board, with withdrawal permitted on the signatures of such person or persons as the School Board shall designate from time to time. Any endowment, capital, or restricted funds of the School shall be deposited in accounts with such

investment funds and institutions as the School Board may determine from time to time in accordance with the investment policy of the School.

7.4 Borrowing

The School shall, subject to the approval of the Board of Directors, have the power to borrow money and issue promissory notes for repayment thereof, with or without interest; and to mortgage and create other liens on its property as security for its debts or other lawful engagements.

7.5 Capital Expenditure Limitations

All capital expenditures in excess of \$10,000 shall require the prior approval of the School Board.

7.6 Books and Records

The officers, agents and employees of the School shall maintain such books, records, and accounts of the School's business and affairs as shall be appropriate to the business and affairs of the School, or as shall be required by the School Board or the laws of the State of Florida. Such books, records and accounts shall be kept at or under the control of the School.

ARTICLE VIII – INDEMNIFICATION

8.1 Indemnification

Each person who is or was a School Board member, officer, or member of any committee of the School Board; and each person who is or was serving at the request of the School as a director, board member, officer, agent, or committee member of any other corporation, partnership, joint venture, trust, or any other enterprise; shall be indemnified by the School to the fullest extent to which the School has the power to indemnify such persons pursuant to the corporation laws of the State of Florida as they may be in effect from time to time. The School may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his or her status as such, whether or not the School would have the power to indemnify such person under the laws of the State of Florida.

8.2 Changes in Florida Law

In the event of any changes of the Florida statutory provisions applicable to the School, relating to the subject matter of this Article VIII, the indemnification to which any person shall be entitled hereunder shall be determined by such changed provisions, but only to the extent that any such change permits the School to provide broader indemnification rights than such provisions permitted the School to provide prior to any such change.

ARTICLE IX – CONFLICT OF INTEREST

9.1 Conflict of Interest

Any member of the School Board or any committee who is aware of any relationship which he or she may have with any person, corporation or other entity with whom the School proposes to enter into any contract or other transaction which will or may result in financial gain or advantage to such School Board or committee member, shall disclose such relationship to the School Board.

ARTICLE X – PUBLIC STATEMENTS

10.1 Authority to make Statements

No person, except for the President or the Headmaster (if one has been appointed by the Board of Directors), shall be authorized to make any public statements, whether written or oral, purporting to represent the official policy, position, or opinion of the School, without first having obtained the approval of the Board of Directors.

10.2 Limitation on Statements

Any person who is authorized to make any public statement, whether written or oral, purporting to represent the official policy, position, recommendation, or opinion of the School, shall first make it clear that he or she is representing the School. Thereafter, throughout the entire presentation, he or she shall confine his/her presentation only to those matters which have been properly approved by the School Board. He or she shall not at the same time present any statement purporting to represent his or her own personal views or any other firm, group, or organization.

ARTICLE XI – AMENDMENTS TO THE BYLAWS

11.1 Amendments to the bylaws

These bylaws may be altered, amended, or repealed by two-thirds vote of the Board at any regular or special meeting provided an announcement is made two weeks prior to that meeting as to the changes being made to the bylaws.

ARTICLE XII – DISSOLUTION

12.1 Dissolution

In case of dissolution, all assets remaining after the payment of debts, shall be donated to such Christian educational ministries as the Board may determine and select for one or more exempt purposes within the meaning of section 501C(3) of the Internal Revenue Code.

CERTIFICATION

I hereby certify that these bylaws were adopted by the Board of Directors of Cornerstone Academy and Ministries, Inc. at their meeting held on _____, 2009.

(Signed original is available in front office.)

Secretary