

**BYLAWS  
OF  
KEOKUK CHRISTIAN ACADEMY**

**ARTICLE I  
CORPORATE PURPOSES**

**Section 1.1 Charitable Purpose.** Keokuk Christian Academy's mission is to provide an educational program of academic excellence in an environment of Christian love and to provide our students with Bible training conducive to building Christian character. Notwithstanding the foregoing, however, the Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions of organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code).

**ARTICLE II  
STATEMENT OF FAITH**

The doctrines and beliefs of the Keokuk Christian Academy fully embrace those truths emphasized in the Holy Scriptures, and Keokuk Christian Academy further articulates its doctrine in the following Statement of Faith:

We believe the Bible to be the inspired, the only infallible, authoritative, inerrant Word of God and the final authority on all matters of faith and Christian living (Psalms 19:7-11 / 2 Timothy 3:16 / 2 Peter 1:21 / Mark 12:36 / John 14:26 / Acts 1:16 / 1 Corinthians 2:12, 13).

We believe we belong to one God, eternally existent in three persons—God the Father, God the Son, and God the Holy Spirit making up the Holy Trinity (Genesis 1:1,2 / Matthew 5: 16, 45; 6: 1,4,8,9; 28:19 / John 1:1; 4:24; 10:30; 14:9-11; 14:16-20).

We believe in the deity of Christ (John 10:33), His virgin birth (Isaiah 7:14, Matthew 1:23, Luke 1:35), His sinless life (Hebrews 4:15, 7:26), His miracles (John 2:11), His vicarious and atoning death (1 Corinthians 15:3, Ephesians 1:7, Hebrews 2:9), His Resurrection (John 11:25, 1 Corinthians 15:4), His Ascension to the right hand of God (Mark 16:19), and His personal return in power and glory (Acts 1:11, Revelation 19:11).

We believe in the inherent sinfulness of all people and their absolute need to be saved through believing and following the teachings of Jesus. (John 3:16–19, 5:24; Romans 3:23, 5:8–9; Ephesians 2:8–10; Titus 3:5).

We believe in the resurrection of both the saved and the lost; they that are saved unto the resurrection of life, and they that are lost unto the resurrection of condemnation (John 5:28–29).

We believe in the spiritual unity of believers in our Lord Jesus Christ (Romans 8:9, 1 Corinthians 12:12–13, Galatians 3:26–28) All people need God: All people are sinful and lost without a relationship with God through Jesus Christ. Salvation is the result of one believing in Jesus, repenting of sin, confessing Jesus as Lord, being baptized for forgiveness of sin and the gift of the Holy Spirit, and living by faith in the grace of God. (Acts 2:38, 4:12 / Romans 3:23 / Matthew 26:28 / Romans 5:1,2,9 / Ephesians 2:8,9 / 1 Peter 1:18,19 / Luke 24:45-47 / Acts 3:19; 17:30 / 2 Peter 3:9 / Romans 10/9 / Philippians 2:11 / Galatians 3:27)

We believe in the present ministry of the Holy Spirit by whose indwelling the Christian is enabled to live a godly life (Romans 8:13–14; 1 Corinthians 3:16, 6:19–20; Ephesians 4:30, 5:18).

We believe God wonderfully and immutably creates each person as male or female. These two distinct, complementary sexes together reflect the image and nature of God. Rejection of one’s biological sex is a rejection of the image of God within that person and is against Christian belief and practice. (Genesis 5:2; Matthew 19:4)

We believe the term “marriage” has only one meaning: The uniting of one man and one woman in a single, exclusive union. God intends sexual intimacy to occur only between a man and a woman who are married to each other. We believe that God has commanded that no intimate sexual activity outside of a marriage between a man and a woman. Any form of sexual immorality (including adultery, cohabitation, fornication, homosexual behavior, bisexual conduct, bestiality, incest, or use of pornography) is sinful and offensive to God. (Genesis 2:24; Matthew 19:5; Hebrews 13:4; I Corinthians 7:1-40)

### **ARTICLE III OFFICES AND REGISTERED AGENT**

**Section 3.1 Principal Office.** The location of the principal office of the corporation in the State of Iowa will be identified in the corporation’s biennial report filed with the Iowa Secretary of State.

**Section 1.1 Registered Office and Registered Agent.** The initial registered agent and office of the corporation are set forth in the Articles of Incorporation. The registered agent or registered office, or both, may be changed by resolution of the board of directors.

## **ARTICLE IV BOARD OF DIRECTORS**

**Section 4.1 General Powers.** The affairs of the corporation shall be managed by its board of directors. Directors need not be residents of the state of Iowa.

**Section 4.2 Qualifications.** Each and every director must:

- A. Be appointed by the Trustees of New Testament Christian Church

**Section 4.3 Number and Tenure.** The number of directors shall be no fewer than five and no greater than seven. Each director will be appointed by the trustees of New Testament Christian Church of Keokuk, Iowa. The term of director shall be one year, beginning on July 1 and ending on June 30, or a portion thereof. Each director may serve up to nine years (3 - 3 year terms), followed by one year off, and then the possibility of nine more years (3 - 3 years terms), with this pattern having the possibility of being repeated indefinitely.

**Section 4.4 Annual Meetings.** The annual meeting of the board of directors shall be held the third Tuesday of July, in each year beginning with 2025, or on such other date in the third calendar quarter as the board of directors shall by resolution specify, commencing at 5:30 p.m. at the principal office of the corporation. The board of directors may also provide by resolution the time and place, either within or outside of the state of Iowa, for the holding of additional regular meetings of the board without other notice than the resolution.

**Section 4.5 Special Meetings.** Special meetings of the board of directors may be called by or at the request of the president or any two (2) directors. The persons authorized to call special meetings of the board may fix any place, either within or outside of the state of Iowa, as the place for holding any special meeting of the board called by them.

**Section 4.6 Notice.** Notice of any special meeting of the board of directors shall be given at least two (2) business days previously by written notice delivered personally or sent by mail, fax or other electronic means to each director at the director's address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice is given by fax or other electronic means, it shall be deemed to be delivered when successfully transmitted to the recipient. Any director may waive notice of any meeting. The attendance of a director at any 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

**Section 4.7 Place of Meetings, etc.** The board of directors may hold its meetings at such place or places within or without the State of Iowa, as the board may from time to time determine. A director may participate in any meeting by any means of communication, including, but not limited to telephone conference call, by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

**Section 4.8 Quorum.** A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at the meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

**Section 4.9 Manner of Acting.** The act of majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these Bylaws.

**Section 4.10 Resignation.** Any director of the corporation may resign at any time by delivering written notice to the president, the board of directors, or the corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

**Section 4.11 Removal.** Any director of the corporation may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served by such director's removal, but such removal shall be without prejudice to the contract rights, if any, of the director so removed. Such removal shall be effected by the affirmative vote of same percentage of the directors then in office and qualified to vote as required to elect a director, provided that the director being removed shall not be allowed to vote nor shall such director be counted for determining the percentage of votes cast.

**Section 4.12 Vacancies.** Any vacancy occurring in the board of directors and any directorship to be filled by reason of an increase in the number of directors, shall be filled by the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of the director's predecessor in office.

**Section 4.13 Compensation.** Directors shall not receive any stated salaries for their services, but by resolution of the board of directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the board; but nothing contained here shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation for such services.

**Section 4.14 Informal Action by Directors.** Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by all the directors. The director's consent may be transmitted electronically in accordance with

Article X (Electronic Transmission) of these Bylaws. A director's consent may be withdrawn by revocation signed by the director and delivered to the corporation prior to the delivery to the corporation of unrevoked written consents signed by all the directors.

**Section 4.15 Responsibilities of the Board of Directors.** Collectively as a board, the directors shall govern the Corporation, including by not limited to:

- A. Act as the governing body of the school with the sole organizational and ongoing responsibility of the covenants, constitution and by-laws of the corporation.
- B. Establish, protect, and advance the mission statement, vision, core values, statement of faith, graduate characteristics, and nonnegotiables.
- C. Serve as the Executive Board.
- D. Reserve the right to establish advisory boards or panels as needed in order to fulfill the needs of the organization.
- E. Write and set organizational policy.
- F. Promote mission-directed governance that focuses on the big picture.
- G. Function and govern as a unit uniformly focused on advancing the school.
- H. Complete the necessary work as defined in the responsibilities of the Board of Directors.
- I. Set and communicate the strategic direction of the school, seeking measurement of initiatives and providing adequate time, funding, and people to fulfill the vision.
- J. Sets goals for each standing team and any possible task force.
- K. Learn from reports to the board through the Administrator and make decisions based on those reports.
- L. Adjust the Board of Directors policy manual as needed, governing through written policies, reviewing the Board of Directors policy manual regularly.
- M. Evaluate its only employee, the school Administrator, providing accountability and authority, conducting the evaluation by following board procedures outlined in the board policy manual.
- N. Empower the school Administrator to complete his/her work through task forces or other means.
- O. Redirect parent/constituent concerns and questions to the proper parties.
- P. Make decisions in the view of mission and value statements as well as the Board of Directors policy and the strategic plan.
- Q. Perform a self-evaluation on an annual basis.

## **ARTICLE V OFFICERS**

**Section 5.1 Officers.** The officers of the corporation shall be a president, a secretary, a treasurer and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint the other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, to have

the authority and perform the duties prescribed by the board of directors. Any two or more officers may be held by the same person.

**Section 5.2 Election and Term of Office.** The officers of the corporation shall be elected annually by the board of directors at the regular annual meeting of the board of directors. If the election of officers shall not be held at such meeting, it shall be held as soon thereafter as is convenient. New officers may be created and filled at any meeting of the board of directors. Each officer shall hold office until their successor shall have been elected and shall have qualified.

**Section 5.3 Removal.** Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served by such officer's removal, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

**Section 5.5 Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

**Section 5.6 President.** The president shall be the principal executive officer of the corporation and shall in general supervise and control all the business and affairs of the corporation. The president shall preside at all meetings of the board of directors. The president may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the board of directors or by these Bylaws or by statute to some other officer or agent of the corporation; and in general the president shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors.

**Section 5.6 Vice-President.** In the absence of the president or in event of the president's inability or refusal to act, the vice-president (if any, or in the event there be more than one vice-president, the vice-presidents in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice-president shall perform such other duties as may be assigned by the president or by the board of directors.

**Section 5.7 Treasurer.** If required by the board of directors, the treasurer shall give a bond for the faithful discharge of the treasurer's duties in such sum and with such surety as the board of directors shall determine. The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII (Contracts, Checks, Deposits, and Gifts) of these

Bylaws; and in general perform all the duties incident to the office of treasurer and such other duties as may be assigned to the treasurer by the president or by the board of directors.

**Section 5.8 Secretary.** The secretary shall keep the minutes of the meetings of the board of directors in books provided for that purpose; see that all notices are given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member which shall be furnished to the secretary by that member; and in general perform all duties incident to the office of secretary and such other duties as may be assigned by the president or by the board of directors.

**Section 5.9 Assistant Treasurers and Assistant Secretaries.** If required by the board of directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors shall determine. The assistant treasurers and assistant secretaries, in general, shall perform the duties assigned to them by the treasurer or the secretary or by the president or the board of directors.

## **ARTICLE VI COMMITTEES**

**Section 6.1 Committees of Directors.** The board of directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in the resolution, shall have and exercise the authority of the board of directors in the management of the corporation; provided, however, that no such committee shall have the authority of the board of directors in reference to authorized distributions; approve or recommend to members dissolution, merger, or sale, pledge, or transfer of all or substantially all of the corporation's assets; elect, appoint, or remove directors or fill vacancies on the board or any of its committees; or adapt, amend, or repeal the articles or bylaws. The appointment of any such committee and the delegation of authority shall not operate to relieve the board of directors of any responsibility imposed upon it by law.

**Section 6.2 Term of Office.** Each member of a committee shall continue as a member until the next annual meeting of the members of the corporation and until the member's successor is appointed, unless the committee shall be terminated sooner, or unless the member be removed from the committee, or unless the member shall cease to qualify as a member of the committee.

**Section 6.3 Chair.** One member of each committee shall be appointed chair by the person or persons authorized to appoint the members of the committee.

**Section 6.4 Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**Section 6.5 Quorum.** Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

## **ARTICLE VII CONTRACTS, CHECKS, DEPOSITS, AND GIFTS**

**Section 7.1 Contracts.** The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, 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.

**Section 7.2 Checks, Drafts, etc..** All checks, drafts or orders for the payment of money, or other evidences of indebtedness issued in the name of the corporation, shall be signed by those officers or agents of the corporation and in the manner as shall be determined by resolution of the board of directors. In the absence of this determination by the board of directors, the instruments shall be signed by the treasurer or by the president of the corporation.

**Section 7.3 Deposits.** All funds of the corporation shall be deposited to the credit of the corporation in the banks, trust companies or other depositories as the board of directors may select.

**Section 7.4 Gifts.** The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

## **ARTICLE VIII BOOKS AND RECORDS**

**Section 8.1 Contracts.** The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of directors and committees having any of the authority of the board of directors as well as other documents required to be maintained pursuant to the Revised Iowa Nonprofit Corporation Act.

**Section 8.2 Director's Access to Records.** A director is entitled to inspect and copy the books, records, and documents of the corporation at any reasonable time to the extent reasonably related to the performance of the director's duties as a director, including any duties



as a member of a committee, but not for any other purpose or in any manner that would violate any duty to the corporation.

## **ARTICLE IX FISCAL YEAR**

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

## **ARTICLE X ELECTRONIC TRANSMISSION**

“Electronic transmission” or “electronically transmitted” means any process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval, and reproduction of information by the recipient. Notice by electronic transmission is written notice. Notices and written consents may be given by electronic transmission. Each written consent given by electronic transmission shall contain an electronic signature of the person giving such written consent.

## **ARTICLE XI RULES OF PROCEDURE**

The rules contained in the current edition of *Robert’s Rules of Order Newly Revised* shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the corporation may adopt.

## **ARTICLE XII INDEMNIFICATION**

**Section 12.1 Indemnification of Directors and Officers.** The corporation may indemnify any director or officer of this corporation, and each director or officer of this corporation who is serving or who has served, at the request of this corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, against expenses, including attorney’s fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such

director or officer relating to his conduct as a director or officer of this corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that such indemnification shall not apply (i) to a breach of that person's duty of loyalty to the corporation, (ii) to acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or (iii) for a transaction from which that person derives an improper personal benefit.

**Section 12.2 Determination to Indemnify.** Any indemnification provided for in this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he had met the applicable standard of conduct set forth in this article above. Such determination shall be made (i) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding; or (ii) by special legal counsel, selected by the board of directors by vote as set forth in (i) above, or, if the requisite quorum of the full board cannot be obtained therefore, by a majority vote of the full board, in which selection directors who are parties may participate.

**Section 12.3 Indemnification Not Exclusive Remedy.** The indemnification provided in this article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any bylaw, agreement, vote of disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such person.

## **ARTICLE XIII AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended or repealed and new bylaws may be adopted by two-thirds of the directors present at any regular or at any special meeting, if at least two (2) business days' written notice is given of intention to alter, amend, or repeal or to adopt new bylaws at the meeting. The notice of the meeting shall also include at least a general description of the nature of changes to be proposed for the bylaws.

These bylaws effective the 10 day of June 2024.

KEOKUK CHRISTIAN ACADEMY

By: \_\_\_\_\_  
Frank Gayton, President