

Rockbridge Academy Association By-laws

Adopted: 11/94

Revised: 3/22/99, 11/16/01, 11/7/05, 2/2/09, 11/3/14, and 4/6/15

Article I. Name of School

The name of the school shall be Rockbridge Academy. The name of the Association of founders and parents of Rockbridge Academy will be the Rockbridge Academy Association.

Article II. Objectives and Statement of Faith

Section 1. Objectives

The primary mission of this Association is to operate a school that will closely adhere to the statement of faith and objectives as set out in Article II, Sections 1 and 2 of these by-laws. Rockbridge Academy attempts to operate as an extension of the family. Education at Rockbridge Academy is defined as inherently different than public education in philosophy and content. At all its levels, programs and teachings, Rockbridge Academy seeks to:

- A. Teach all subjects as parts of an integrated whole with the Scripture at the center (II Timothy 3:16-17).
- B. Provide a clear model of the Biblical Christian life through its staff and board (Matthew 22:37, 40).
- C. Encourage every child to develop his relationship with God the Father through Jesus Christ (Matthew 28:18, 20; II Peter 3:17; I John 1:3)
- D. Emphasize grammar, logic and rhetoric in all subjects.
- E. Encourage every student to develop a love for learning and to achieve his academic potential (II Tim. 2:15).
- F. Provide an orderly atmosphere conducive to the attaining of these goals.

In order to avoid unnecessary entanglement with the civil government, Rockbridge Academy shall be governed and operated by a bona fide church organization. The Board of Directors shall establish a relationship with a Christian church that desires to promote the objectives in Section 1 and approves the statement of faith in Section 2 as compatible with its doctrines (the "Governing Church"). The Board shall be authorized to make such arrangements or agreements with the Governing Church as may be required to maintain Rockbridge Academy's exemption from the requirement of a Certificate of Approval from the Maryland Department of Education. In the event the relationship between Rockbridge Academy and the Governing Church is dissolved, the Board shall immediately arrange for another bona fide church organization that desires to promote the objectives in Section 1 and approves the statement of faith in Section 2 as compatible with its doctrines to become the Governing Church.

Section 2. Statement of Faith

The Bible

We believe that the original manuscripts of the Old and New Testaments comprise the full, word-for-word, truthful, inerrant Word of God, which is the supreme and final authority in doctrine and practice. (Isa. 40:8; II Tim. 3:16-17; Heb. 4:12; II Pet. 1:20-21)

The Father

We believe that as eternal Father, He is the Father of all men in the non-salvation, Creator-creature sense, the Father of the nation Israel, the Father of the Lord Jesus Christ, and the spiritual Father of all who believe in Christ. He is the author of salvation, the One who sent the Son, and the disciplinarian of His children. (Ex. 4:22; Ps. 2:7-9; John 5:37; Acts 17:29; Gal. 3:26; Eph. 1:3-6; Heb. 12:9; I Pet. 1:3)

The Person and Work of Jesus Christ

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We believe Jesus Christ is God incarnate, conceived by the Holy Spirit, born of a virgin, completely God and completely man. We believe in His pre-existence, His sinless life, His substitutionary atonement, His bodily resurrection from the grave, His ascension into heaven, and His bodily return from heaven. (John 1:1, 14, 18; Luke 1:35; Rom. 3:24-26, 4:25; Eph. 4:11-16; I Thess. 4:13-18; Heb. 1:3, 7:23-25; I Pet. 1:3-5; I John 2:1-2)

The Holy Spirit

At the time of conversion, we believe that the Holy Spirit regenerates, indwells, baptizes, seals, and bestows spiritual gifts upon all who know Christ as Lord and Savior. He fills, teaches, leads, assures, and prays for believers. (John 14:26, 16:6-15; cf. Acts 1:5, 2:1-4, 11:1-18; Rom. 8:14-16, 26-27; I Cor. 6:19, 12:7-11, 13; Eph. 1:13-14, 5:18; II Thess. 2:1-10; Titus 3:5)

Man and Sin

We believe man was created in the image of God; that Adam in his first sin condemned not only himself but all of mankind to an estate of sin. All of mankind in Adam is now separated from God and in need of a redeemer. (Gen. 1:1, 27, 2:17, 3:1-19; Isa. 14:12-14; Luke 20:36; John 1:1-3, 8:44, 12:31; Rom. 5:12-21; Eph. 2:1-3; Col. 1:16-17; Heb. 1:13-14, 2:5-8, 2:14; I Pet. 2:4; Jude 6; Rev. 20:10)

Salvation

"In Him also we have obtained an inheritance, being predestined according to the purpose of Him who works all things according to the counsel of His will, that we who first trusted in Christ should be to the praise of His glory. In him you also trusted, after you heard the word of truth, the gospel of your salvation; in whom also, having believed, you were sealed with the Holy Spirit of promise, who is the guarantee of our inheritance until the redemption of the purchased possession, to the praise of His glory" (Eph. 1:11-14). We affirm that these believers are eternally secure, have everlasting life, will not come into condemnation, and shall never perish. We believe that assurance comes to the believer from three primary means: trusting the Word of God's promises, the witness of the Holy Spirit, and a persevering walk with the Lord. (Dan 12:1-2; Matt. 25:31-46; John 1:12, 3:16, 36, 5:24, 10:28-29, 11:25-26; Rom. 8:28-39; II Cor. 5:17-21; Eph. 2:8-9; Titus 3:4-7; I John 2:3, 17, 4:11-13; Jude 1; Rev. 20:12-15)

The Trinity

In the unity of the Godhead there are three persons, of one substance, power, and eternity: God the Father, God the Son, and God the Holy Spirit. The Father is neither begotten, nor proceeding. The Son is eternally begotten of the Father. The Holy Spirit is eternally proceeding from the Father and the Son. (Matt. 3:16, 28:19; John 1:14, 15:26; II Cor. 13:14; Gal. 4:6; I John 5:7)

The Church

We believe in the Church, both universally and locally, as the spiritual body of which Christ is the Head. The church exercises Christ's authority until His return. We also believe that the church is entrusted with the sacraments of baptism and the Lord's Supper. (Matt. 16:18; cf. Acts 1:5, 11:15; I Cor. 12:13; Eph. 1:22-23, 4:11-16, 5:22-23; Col. 1:18)

The Great Commission

We believe that those whom God has saved are sent into the world by Christ as He was by the Father. Those so sent are ambassadors, commissioned to go make disciples and make Christ known to the whole world. (Matt. 28:18-20; John 15:8, 17:18, 20:21; Acts 1; Rom. 10:14-15; II Cor. 5:18-20; Col. 4:2-6; II Tim. 2:14-26)

Eternity

We believe in the physical resurrection of the human body (at the second coming of Christ), in the eternal conscious existence of all individuals in either heaven or hell, and in the rewards of the saved and the punishment of the lost for eternity. (Luke 16:19-31; II Cor. 5:8-10; I Cor. 3:11-15, 15)

As a matter of firm policy, it is mandatory that all board members subscribe to the above statement of faith in conduct, manner, and method.

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Essentially, our Statement of Faith is best summarized in the five solas of the Reformation:

Sola fide - By faith alone
Sola gratia - By grace alone
Solus Christus - Because of Christ's substitutionary atonement alone
Sola scriptura - On the Word of God alone
Soli Deo gloria - To God alone be the glory

Article III. Offices

The principal office of the Association in the State of Maryland is at the site of the school at Baldwin Education Center in Anne Arundel County. The offices may be maintained at this location but may, from time to time, be changed at the discretion of the board of directors.

Article IV. Members

The membership of the Association shall include the founders and parents of all duly enrolled full-time students of Rockbridge Academy, members in good standing of any duly authorized ad hoc committee, school staff, and such other members as may be approved by the board of directors, such as alumni and their parents.

Article V. Board of Directors of Rockbridge Academy

The Board of Directors serves the school by setting policies that define and maintain the goals of the school. The Board of Directors examines the school's goals, policies, programs, and curriculum in light of biblical principles and those of classical education. It is a corporate body comprised of up to seven active directors at any one time. Because of the corporate nature of the board of directors, an individual director has no authority over the school in any capacity.

Section 1. Election and Tenure

There shall be not more than five appointed and three elected board members.

Appointed Members

When there are five appointed board members, four voting seats will be filled. When all five appointed members are in place, a "sabbatical seat" will rotate on a first-in, first-out basis every five years. If one of these seats is vacant, candidate qualification and appointment will be at the sole discretion of the remaining appointed board members by their unanimous vote.

Elected Members

Each elected board member will be seated for a three-year term; one seat will be filled by election every year. Names of potential candidates may be submitted to the Rockbridge Academy Headmaster, by any member of the Association, at any time during the school year, but not later than February 1. Nominations will be reviewed by the board in executive session. Any two sitting board members may remove a nominee from consideration at their discretion. Election will be determined by a majority of ballots returned to the board at or before the annual Association meeting. The board will make ballots available to Association members not less than one month prior to the annual meeting. In the case of only one qualified candidate, the board will request the Association to approve/disapprove the candidate for office. If no qualified candidates are nominated, that elected seat may stand empty.

Elected members of the board shall serve for a maximum of three calendar years. No elected board member may serve consecutive elected terms.

Elected Seat Vacancies

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A vacancy may be filled with a qualified candidate (See Section 2 below) by the board for the un-expired portion of the term. In all such circumstances, the board shall remain sensitive to the needs and desires of the parents and students, and to the spiritual mission of the school. Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of remaining directors though less than a quorum of directors remains.

Section 2. Qualifications

It is the duty of the sitting board of directors to duly qualify all candidates presented to fill vacant elected board seats.

All board members must be male heads of households who subscribe to the Rockbridge Academy statement of faith Article II Section 2 and the Westminster Confession of Faith. Any doctrinal exception must be fully disclosed to the board for their review. Every attempt will be made to secure board members having expertise valuable to the school and a demonstrated commitment to classical Christian education. In all cases, the demonstrated Christian walk of the individual board member shall be a principle consideration as to their suitability as board members. Administration, staff, and faculty members are excluded from board seats.

Section 3. Professional Advisory Board Members

The board of directors may designate non-voting, Professional Advisory members of the Rockbridge Academy Board by a two-thirds majority vote of the full board. Their term of service will continue at the discretion of the board.

Section 4. School Headmaster

The board by two-thirds majority vote shall employ a Headmaster who is responsible to the board to maintain the spiritual quality of the school and oversee all academic and administrative duties.

The headmaster is a non-voting participant of the Rockbridge Academy board and shall attend all scheduled board meetings and such executive sessions as may be requested by the board. As such, the headmaster must meet the qualifications listed in Article V, Section 2.

Article VI. Officers of the Board

Section 1. Number

The officers of the board shall be a chairman, a vice-chairman, and a secretary, each of whom shall be elected by the board of directors. Such other officers and assistants as may be deemed necessary may be elected by the board. Any two or more offices may be held by the same person except the offices of chairman and secretary.

Section 2. Election

The officers of the board to be elected by the board of directors shall be elected annually by the board of directors at the first meeting of the new board. Each director and officer shall hold office until his successor has been duly elected.

Section 3. Removal of Officers

Any elected officer or agent may be removed from office by the board of directors whenever in its judgment the best interests of the school will be served thereby. Three consecutive absences from regular board meetings constitute valid grounds for removal from office.

Section 4. Removal of Board Members

Three or more sitting board members (or fifteen or more parents of Rockbridge students) may petition the board for removal from the board of any board member they feel lacks a basic commitment to the Association's statement of faith, goals of the school, or wisdom and diligence in matters brought before the board. A board member may be removed from the board by a unanimous vote of the board members not under consideration. Principles found in Matthew 18 will apply.

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Section 5. Chairman

The chairman shall, when present, preside at all meetings of the board, as well as all general meetings of the Association. He may sign with the secretary, or any other full and proper officer thereunto authorized by the board, any checks, deeds, contracts, or other instruments which the board has by a vote of the majority authorized to be executed.

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Section 6. Vice-Chairman

In the absence of the chairman, or in the event of the inability of the chairman to act, the vice-chairman shall perform the duties of chairman.

Section 7. Secretary

The secretary or his designee shall: (a) keep the minutes of the proceedings, (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law, (c) keep a current, valid post office address of each Association member, (d) sign with the chairman of the board any legal instrument approved by the board, and (e) generally perform the duties of the office of secretary for the Association including such other duties as from time to time may be assigned to him by the chairman or by the board, including maintenance of the Association offices.

Section 8. Treasurer

The treasurer or his designee shall: (a) have charge of and be responsible for all reporting and accounting of funds of the Association, (b) receive and give receipt for moneys due and payable to the Association and deposit all such moneys in the name of the school in such banks or other depositories as shall be selected by the board, (c) in general perform all duties incidental to the office of treasurer as set out by the board, and (d) shall be selected by the chief administrator, and approved by the board.

Article VII. Committees of the Board

Section 1. Executive Committee

An executive committee, comprised of the president, school administrator, and one additional member of the board may, in the absence of the full board, exercise all authority of the board to the extent of the full board authorization. However, said authorization shall not enable the executive committee to incur indebtedness, sell or lease school property, revoke or amend the by-laws, hire staff, or establish policy.

Section 2. Ad Hoc Committees

The board of directors may, by resolution passed by a majority, designate such ad hoc committees as may be appropriate, consisting of one or more board members or headmaster and others, as deemed necessary to carry out the activities and purposes of the board. All committees serve at the pleasure of the board and may be comprised of board members, regular and Professional Advisory board members, parents, or any others who may be approved to serve.

Article VIII. Meetings

Section 1. Annual Meeting

The annual meeting of the parents of Rockbridge Academy Association will be held during the last week of April, for the purpose of transacting such business as may be brought before the Association, including, but not limited to, the year-to-date financial reports, year-to-date scholarship and attendance reports, election of board members, and such other business as may be deemed appropriate by the board.

Section 2. Notice of Annual Meeting

Except as otherwise provided by the board, all members of Rockbridge Academy Association shall be sent a printed notice at their regular postal address announcing the annual meeting, stating the general purpose, time, date, and place of said meeting at least 10 and not more than 50 days prior to the meeting. The agenda for the annual meeting will be set by the board and by petition of ten members or more.

Section 3. Regular Meetings of the Board

The full board of directors of Rockbridge Academy shall meet at regular intervals at a regularly designated place at a pre-announced time. All regular meetings of the board shall be open to any member of the Association and shall be conducted from a pre-published printed agenda, posted outside the administrative offices at least two days in advance.

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Section 4. Special Meetings

Special meetings of the membership of the Association or the board may be held at a time and place designated by the board to address such issues as may come before the board and shall be called by the chairman or whenever a petition requesting such special meeting, signed by 20 or more families of the Association, has been submitted. Such meetings shall be chaired by the board chairman in accordance with the rules of decorum prescribed in Section 5.

Section 5. Decorum

All meetings of the board shall be conducted according to *Robert's Rules of Order* using a printed, pre-published agenda. Minutes of all regular board meetings will be published and maintained in a permanent binder in the Association offices.

Section 6. Quorum[s]

A quorum shall represent the number of board members required to conduct business. A quorum shall be determined as follows:

With 7 seated members – 5 members will constitute a quorum.

With 6 or fewer seated members – 4 members will constitute a quorum.

Board proxies may only be held for specific issues, exercised only in behalf of that issue. Attendance at the Association meeting of 10 or more members shall constitute a quorum of the Association meeting. If less than 10 members are present at a meeting, a majority of the members may adjourn the Association meeting from time to time without further notice.

A majority of the members of the executive committee shall constitute a quorum for the transaction of day-to-day business.

Any action required or permitted to be taken at a meeting of the board of directors may be taken without a meeting if a unanimous consent which sets forth the action is: (1) given in writing or by electronic transmission by each seated member of the Board; and (2) filed in paper or electronic form with the minutes of proceedings of the Board.

Members of the board of directors may participate in a meeting by means of a conference telephone or other communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at the meeting for purposes of determining a quorum.

Section 7. Executive Session

The board may, as circumstances dictate, adjourn to closed session from time to time as the need to address spiritual, personnel, disciplinary, or other proprietary issues arise.

Section 8. Board Action

The board will be considered as having formally acted when, in a duly-constituted meeting, a proposal is moved, seconded, discussed, passed with the appropriate margin of votes, entered in minutes, and duly approved. Board discussion, consensus, debate, etc., does not constitute formal board action.

Article IX. Fiscal Responsibility

Section 1. General Policy

The Board is responsible through the budgeting process to ensure that the day-to-day operations of the school, including facility maintenance, shall be fully funded. Budgeted revenue for the day-to-day operations will not exceed the projected tuition and fees, and pledged giving.

Section 2. Budgets

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The board will approve annual operating budgets. The operating budget for the following fiscal year shall be submitted to the board by April 1, with final board action taken to approve the budget no later than June 15.

Section 3. Financial Statements

It shall be the board's responsibility to ensure that detailed, balanced monthly financial statements are submitted to the board within 30 days of the end of the month for which the statement is prepared. All financial statements are subject to final approval by the board.

Section 4. Financial Inspection

The books of Rockbridge Academy will be inspected by an ad hoc committee comprised of qualified persons at no less than yearly intervals. Findings of this committee will be made available to interested Association members.

Section 5. Fund Raising

It shall be the board's responsibility to set policy for the fundraising activities of the school staff and to be responsible for their effectiveness and thoroughness.

Article X. Contracts, Loans, Checks, and Deposits

Section 1. Contracts

The board may authorize any officer, officers, agent, or agents to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Association.

Section 2. Loans

No loans shall be contracted on behalf of the Association without two-thirds approval of the board of directors (and a minimum of seven days' advance written notice to the Association members.)

Section 3. Checks and Drafts

All checks or drafts issued by Rockbridge Academy shall be signed by such officers in such a manner as shall be determined by resolution of the board of directors.

Section 4. Deposits

All funds of the Association shall be deposited in such depositories as the board may select.

Article XI. Fiscal Year

The fiscal year of the Association shall begin on the first day of July and end on the last day of June of each year. Terms of the board members will run concurrent with the fiscal year.

Article XII. Amendments to By-laws

These by-laws may be altered, amended, or repealed by a two-thirds vote of the board at any regular or special meeting (provided a minimum of ten days written advance notice of such meeting has been mailed to all Association members of record at their last known address, specifically enumerating such proposed changes or amendments).