

**Chesapeake Conference of Seventh-day Adventists
Constituency Meeting
May 21, 2017
Proposed Revisions to Highland View Academy Bylaws**

**A WORD OF EXPLANATION TO DELEGATES
REGARDING CONSTITUTIONAL REVISIONS**

The Constitution and Bylaws of any organization are very important documents that embrace the core structure of that entity. Seldom is it necessary to make significant changes to these documents. The Constitution and Bylaws Committee has reviewed the HVA document and brings to the 2017 session a limited number of revision proposals. It should be noted that there are some minor editorial adjustments. The primary recommendations for updating the Bylaws of Highland View Academy are as follow:

Highland View Academy Bylaws – Proposed Revisions and Rationale

Page 1 – From “Board of Trustees” to “Board”: Adding the reference term “Board,” in parenthesis, to line 20 indicates that this is the term that will be used in place of the full term “Board of Trustees” throughout the document after it has been used here for the first time in the document in lines 19, 20. This revision is considered standard practice for this kind of document. This recommended change applies to every occurrence of this condition throughout the remainder of the document with two exceptions: The titles of **Articles VI and VII**, where the full term, “Board of Trustees,” is obviously necessary.

Page 2 – Change Title of Section 1: Changing the section title of line 23, from “Appointment” to “Officers” more adequately reflects the nature of **Article IV – Officers of the Corporation**, since the first sentence of the Article, beginning on line 24 of page 1, and ending on line 1 of page 3, describes the officers of the Corporation. Who the officers are is addressed in the next recommendation on page 3.

Page 3 – Who the Officers Are: The description of officers of the Corporation in lines 1-4 is from page 4 lines 12-15, moved here to **Section 1** to resolve unintended confusion regarding who are the officers of the Corporation and the Board of Trustees who are clearly intended to be the same individuals.

The proposed strikethrough words of line 5 make consistent the process by which the Corporation officers are appointed: By virtue of their election at the Conference constituency session. This change will reflect the clear intent of Articles VIII – XI, and conforms to the historical practice of how the officers of the Corporation are appointed. In other words, the Board of Trustees does not elect, nor do they appoint, the officers of the Chesapeake Conference.

Furthermore, the proposed changes in lines 8-10 add clarity and consistency to the flow of thought regarding who the officers are and how they are appointed.

Page 4 – See Notes for Page 3: Lines 12 through 15 are moved to Page 3 as described in the notes about the **Section 1** changes on page 3. Also, the move of this Section necessitates renumbering the sections of **Article VI**, i.e., **Section 4** becomes **3**, and **Section 5** becomes **4**.

Page 5 – Chairperson: Adding the words “as chairperson” to line 16 better defines this duty of the President of the Corporation.

The same rationale applies to the change in line 24, which carries over to Page 6, line 1, regarding the chairperson duties of the Vice-President in the absence of the President.

Page 6 – Editorial Note: The strikethrough of line 24 is an editorial issue, not substantive. The sentence is not necessary as indicated by the title of **Article XII – Standing Committees**.

Page 7 – Indemnification of the Entire Board: The term “Executive Committee” should be replaced with the term “Board” throughout **Article XIII**. The intent of the indemnification provision is to indemnify the entire Board of Trustees and not just the Executive Committee of the Board. The exception to this change is on Page 9, Line 18 where the Executive Committee (of the Board) is specifically addressed.

Page 11 – And Voting: Adding the words “and voting” to line 4 will make this provision of the document consistent with the language of the Conference Bylaws. This ensures that a simple tally of the votes is all that is required, whereas, how it reads currently would allow a delegate to ask for a count of delegates present and invoke the rule that 2/3rds of “all delegates present,” is required. Adding “and voting” reduces the possibility of mischief. In other words, some delegates may be present at the meeting, but step out for the vote thus causing the vote to fail for lack of meeting the 2/3rds requirement. Also, consistency between this document and the Conference Bylaws on this matter is essential since both constituencies meet on the same day.

1 BYLAWS OF HIGHLAND VIEW ACADEMY, INCORPORATED

2 ~~As Voted at the Third Quinquennial Session, May 20, 2012~~

3 Proposed (2017 Session)

4 ARTICLE I – Name and Location

5 This corporation's legal name is Highland View Academy, Incorporated, hereinafter referred to as
6 “Corporation,” with principal offices located at 10100 Academy Drive, Hagerstown, Washington County,
7 in the State of Maryland, 21740.

8 ARTICLE II – Mission

9 The mission of Highland View Academy, Incorporated, is to inspire and mentor students to excel
10 in all Christ calls them to do. The Corporation is dedicated to helping students achieve excellence in
11 academics, spiritual growth, social responsibility, interpersonal relationships, and living a healthy,
12 balanced lifestyle.

13 ARTICLE III – Constituency Meeting

14 The constituency of Highland View Academy, Incorporated, shall be the same as that of the
15 Chesapeake Conference of Seventh-day Adventists.

16 Section 1: Meetings

17 a. At all meetings of the constituency, the President of the Corporation or, in his absence,
18 the Vice-President, the Secretary or the Treasurer, in that order, shall preside as chair.

19 b. Regular meetings of the constituency of the Corporation shall be called by the Board of
20 Trustees (**Board**) in accordance with the constitution and bylaws of the Chesapeake Conference and held
21 in the same year and place as the regular session of the Chesapeake Conference of Seventh-day
22 Adventists.

23 c. Special meetings of the constituency may be called by a vote of the Board of Trustees.

24 d. The Secretary of the Corporation shall provide to each delegate, at least three (3) weeks

1 prior to each constituency meeting, such background materials as deemed pertinent. For regular sessions
2 these materials shall include:

- 3 1. The agenda
- 4 2. Minutes of the previous meeting, and minutes of all special meetings held since
5 the previous regular meeting.
- 6 3. The most current audited financial statement of the Corporation.
- 7 4. The most current financial statement.
- 8 5. A copy of the Bylaws under which the meeting is called.
- 9 6. A copy of the *General Conference Rules of Order*.
- 10 7. Any proposed amendments for the bylaws.

11 Section 2: Notice of Meetings

12 The Secretary of the Corporation shall give notice to the constituency of all regular and special
13 meetings by a published notice in the *Columbia Union Visitor*, at least four (4) weeks prior to the
14 meeting, setting forth the time, place and purpose of the meeting.

15 Section 3: Quorum

16 a. A quorum for the transaction of business at any regular or specially called meeting shall
17 be the same as provided for in the bylaws of the Chesapeake Conference of Seventh-day Adventists.

18 b. A simple majority of the quorum shall elect the Board of Trustees and shall decide
19 questions that may come before it, except to amend the Articles of Incorporation and Bylaws which shall
20 require a two-thirds (2/3) majority of elected delegates present.

21 c. There shall be no voting by proxy.

22 ARTICLE IV – Officers of the Corporation

23 Section 1: Appointment Officers

24 The officers of the Corporation shall consist of the President, a Vice-President, a Secretary, and a

1 Treasurer. The President of the Chesapeake Conference shall be the President of the Corporation. The
2 Secretary of the Chesapeake Conference shall be the Vice-President. The Principal of the Highland View
3 Academy shall be the Secretary. The Treasurer/Business Manager of Highland View Academy shall be
4 the Treasurer of the Corporation.

5 These officers shall ~~be appointed by the Board of Trustees, and shall~~ hold office until their
6 successors are duly appointed and enter upon their duties.

7 Section 2: Duties

8 a. The officers of the Corporation shall ~~also serve as like~~ be the officers of the Board of
9 Trustees, and their duties shall be such as usually pertain to such offices respectively and such other
10 duties as the Board of Trustees may prescribe.

11 b. The President or the Vice-President shall upon the authorization of the Board of Trustees
12 sign all deeds, mortgages, powers of attorney, notes, and other instruments of similar character and
13 import. The Secretary shall attest the signature of the President or Vice-President and shall affix the seal
14 of the Corporation.

15 c. The Treasurer or such other individuals as the Board of Trustees may designate shall sign
16 all checks for the Corporation.

17 ARTICLE V – Nondiscriminatory Policy

18 The school operated by the Corporation shall admit students of any race, color, gender, national
19 and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made
20 available to students at the school. It shall not discriminate on the basis of race, color, gender, national
21 and ethnic origin in administration of its educational policies, admissions policies, scholarship and loan
22 programs, and other school-administered programs.

23 ARTICLE VI – Board of Trustees

24 Section 1: Membership

1 All members of the Board shall be Seventh-day Adventists in regular standing. The Board shall
2 consist of a maximum of twenty-one (21) members including the President, Secretary, Treasurer, and
3 Superintendent of Education of the Chesapeake Conference, and the Principal and Treasurer/Business
4 Manager of Highland View Academy. The Columbia Union Vice-President for Education or his/her
5 designee will be a non-voting invitee. All other members shall be elected by the delegates at the regular
6 meeting of the constituency of the Corporation with not less than eleven (11) being non-employees of the
7 denomination.

8 Section 2: Tenure, Vacancies

9 Membership shall continue until the next regular meeting of the constituency. All vacancies
10 occurring between regular meetings shall be filled by the Board within ninety (90) days.

11 Section 3: Officers

12 ~~The President of the Chesapeake Conference shall be the President of the Corporation. The~~
13 ~~Secretary of the Chesapeake Conference shall be the Vice President. The Principal of the Highland View~~
14 ~~Academy shall be the Secretary. The Treasurer/Business Manager of Highland View Academy shall be~~
15 ~~the Treasurer of the Corporation.~~

16 Section 4 3: Meetings

17 Regular meetings of the Board shall be held at least four (4) times a year. The time and place
18 shall be at the discretion of the officers of the Board. Special or emergency meetings may be called by
19 the chair or at the request of any seven (7) Board members.

20 Section 5 4: Quorum

21 A quorum shall consist of a simple majority of the Board members and shall include two of the
22 following: the chair, vice-chair, and secretary.

23 ARTICLE VII – Powers and Responsibilities of the Board of Trustees

24 It shall be the responsibility of the Board of Trustees:

1 a. To provide for the operation of the school in harmony with Chesapeake Conference,
2 Columbia Union Conference and North American Division policies.

3 b. To adopt an annual budget which provides sufficient funds for the efficient operation of
4 the school, the maintenance of an adequate scholastic program, and proper maintenance of buildings,
5 grounds and equipment.

6 c. To determine the assignment and conditions of employment of all staff members in
7 harmony with denominational working policies in consultation with the Chesapeake Board of Education.

8 d. To be the final authority of appeal in all cases involving the acceptance or dismissal of
9 students.

10 e. To support the principal and the staff in their responsibilities of organization and
11 administration of the school program.

12 f. To perform such other functions as are generally recognized to be the responsibility of a
13 school board.

14 ARTICLE VIII – Duties and Responsibilities of the President

15 The duties and responsibilities of the President of the Corporation are:

16 a. To preside as chairperson over all meetings of the Corporation and the Board.

17 b. To call special meetings of the Corporation and the Board.

18 c. To perform all acts and duties usually performed by an executive and presiding officer.

19 d. To sign all such papers of the Corporation as he may be authorized or directed to sign by
20 the Board of Trustees, provided the Board of Trustees may authorize a person to sign all checks,
21 contracts, and other instruments in writing on behalf of the Corporation.

22 e. To serve ex officio on all standing committees.

23 ARTICLE IX – Duties and Responsibilities of the Vice-President

24 The duties and responsibilities of the Vice-President of the Corporation are to be the vice-

1 chairperson of all the meetings of the Board, and to perform the duties of the President in the event of the
2 absence or disability of the President. ~~provided, however, that in case of death, resignation or disability of~~
3 ~~the President, the Board of Trustees may declare the office vacant and elect his successor.~~

4 ARTICLE X – Duties and Responsibilities of the Secretary

5 The duties and responsibilities of the Secretary are:

6 a. To keep a full and complete record of the proceedings of all meetings of the Board, the
7 Executive Committee, and other committees of the Board and to send promptly to each board member the
8 minutes of these meetings.

9 b. To perform such duties as normally are required by the Board or the Executive
10 Committee of the Board.

11 c. To foster alumni engagement in supporting the mission of the Corporation.

12 ARTICLE XI – Duties and Responsibilities of the Treasurer

13 The duties and responsibilities of the Treasurer are:

14 a. To be accountable for all funds entrusted.

15 b. To keep an accurate account of all receipts and expenditures pertaining to the operation
16 of the school and any other funds designated by the Board.

17 c. To send timely statements of account to all responsible parties.

18 d. To submit a financial statement at each regular meeting of the Board of Trustees and such
19 other financial reports as may be required by conference policy or requested by the Board.

20 e. To obtain an inventory of school property at the end of each fiscal year.

21 f. To disburse funds in harmony with the accepted budgetary provisions or at the direction
22 of the Board.

23 ARTICLE XII – Standing Committees

24 ~~The Standing Committees of the Board shall be:~~

1 Section 1: The Executive Committee

2 The Executive Committee of the Board shall consist of the President, the Vice-President, and the
3 Treasurer of the Corporation; the Treasurer and the Superintendent of Education of the Chesapeake
4 Conference of Seventh-day Adventists, the Principal of the Highland View Academy, and up to three (3)
5 members who are not denominationally employed chosen annually by the Board. The President shall be
6 chairman, and the Principal the Secretary. This committee shall act on all routine matters between regular
7 meetings of the full Board.

8 Section 2: The Finance Committee

9 The Finance Committee of the Board shall consist of the Treasurer of the Chesapeake Conference
10 of Seventh-day Adventists, the Officers of the Corporation and at least three (3) additional persons, the
11 majority of whom are to be non-denominationally employed, chosen annually by the Board. The
12 Chesapeake Conference Treasurer shall be Chairman, and the Treasurer of the Corporation, the Secretary.
13 This committee shall give oversight to such matters as budget formulation and monitoring, collection
14 policies and procedures, student scholarship assistance, and other financial matters assigned by the Board.

15 Section 3: Other Committees

16 The Board shall be empowered to appoint any other committees which it may deem necessary for
17 the most efficient discharge of its responsibilities.

18 ARTICLE XIII – Indemnification

19 Highland View Academy shall provide indemnification as follows:

- 20 1. Persons who are or were directors or officers of Highland View Academy shall be
21 indemnified by Highland View Academy to the fullest extent permitted by the general applicable laws, as
22 now or hereafter are in force including the advance of expenses under the procedures provided by such
23 laws, with respect to matters arising out of service in their capacities as members of the Executive
24 ~~Committee Board~~ or officers of Highland View Academy or arising out of service at the request of

1 Highland View Academy in any capacity (including, but not limited to, as members of the ~~Executive~~
2 ~~Committee~~ Board, officers, partners, trustees, agents or employees) of any other organization (including,
3 but not limited to, a direct or indirect subsidiary or affiliate of Highland View Academy, foreign or
4 domestic corporation, partnership, joint venture, trust, other enterprise or employee benefit plan) unless it
5 is proved that:

6 a. The act or omission of the member of the ~~Executive Committee~~ Board or officer
7 was material to the cause of action and adjudicated in the proceeding; and

8 (1) was committed in bad faith; or

9 (2) was the result of active and deliberate dishonesty; or

10 b. The member of the ~~Executive Committee~~ Board or officer actually received an
11 improper personal benefit either directly or indirectly in money, property, or services; or

12 c. In the case of any criminal proceeding, the member of the ~~Executive Committee~~
13 Board or officer had reasonable cause to believe that the act or omission was unlawful.

14 2. In the sole discretion of Highland View Academy, persons who are or were employees or
15 agents of Highland View Academy may be indemnified by Highland View Academy to any extent
16 permitted by law, as now or hereafter is in force, including the advance of expenses, in respect to matters
17 arising out of service in their capacities as employees or agents of Highland View Academy or arising out
18 of service at the request of Highland View Academy in any capacity (including, but not limited to, as
19 members of the ~~Executive Committee~~ Board, officers, partners, trustees, agents or employees) of any
20 other organization (including, but not limited to, a direct or indirect subsidiary or affiliate of Highland
21 View Academy, foreign or domestic corporation, partnership, joint venture, trust, other enterprise or
22 employee benefit plan).

23 3. With respect to persons who are or were members of the ~~Executive Committee~~ Board or
24 officers of Highland View Academy, to the extent that any determination is required under applicable law

1 as to whether such person is entitled to indemnification under paragraph (1) above, including the advance
2 of expenses, such determination shall be made by independent legal counsel retained by Highland View
3 Academy and selected by the ~~Executive Committee~~ Board by a majority vote of a quorum consisting of
4 members of the ~~Executive Committee~~ Board not, at the time, parties to the proceeding, or, if such quorum
5 cannot be obtained, then by a majority vote of a subcommittee of the ~~Executive Committee~~ Board
6 consisting solely of two or more members of the ~~Executive Committee~~ Board not, at the time, parties to
7 such proceeding and who were duly designated to act in the matter by a majority vote of the full
8 ~~Executive Committee~~ Board in which the designated members of the ~~Executive Committee~~ Board who
9 are parties may participate. In the event the requisite quorum of the full ~~Executive Committee~~ Board
10 cannot be obtained and the committee cannot be established, independent legal counsel shall be selected
11 by a majority vote of the full ~~Executive Committee~~ Board in which members of the ~~Executive Committee~~
12 Board or officers who are parties may participate. Any determination by such independent legal counsel
13 to deny indemnification, including the advance of expenses, is subject to de novo review to the fullest
14 extent obtainable in any court that is appropriate under the applicable general laws or other applicable
15 statutory or decisional law, as now or hereafter is in force.

16 4. With respect to persons who are or were employees or agents of Highland View
17 Academy, any determination by Highland View Academy under paragraph (2) above shall be made by:

18 a. the Executive Committee of the Board or any subcommittee designated by the
19 ~~Executive Committee~~ Board; or

20 b. at the request of the ~~Executive Committee~~ Board any subcommittee designated
21 by the ~~Executive Committee~~ Board or the President, by independent legal counsel retained by Highland
22 View Academy and selected by the ~~Executive Committee~~ Board by a majority vote of a quorum
23 consisting of members of the ~~Executive Committee~~ Board not, at the time, parties to the proceeding, or, if
24 such quorum cannot be obtained, then by a majority vote of a subcommittee of the ~~Executive Committee~~

1 ~~Board~~ consisting solely of two or more members of the ~~Executive Committee Board~~ not, at the time,
2 parties to such proceeding and who were duly designated to act in the matter by a majority vote of the full
3 ~~Executive Committee Board~~ in which the designated members of the ~~Executive Committee Board~~ who
4 are parties may participate. In the event the requisite quorum of the full ~~Executive Committee Board~~
5 cannot be established, independent legal counsel shall be selected by a majority vote of the full ~~Executive~~
6 ~~Committee Board~~ in which members of the ~~Executive Committee Board~~ or officers who are parties may
7 participate.

8 5. The right of indemnification under this Article shall be in addition to, and not exclusive
9 of, all other rights to which such member of the ~~Executive Committee Board~~, officer, employee or agent
10 may be entitled.

11 6. Highland View Academy may purchase and maintain insurance on behalf of any person
12 who is or was a member of the ~~Executive Committee Board~~, officer, employee or agent of Highland View
13 Academy, or who, while a member of the ~~Executive Committee Board~~, officer, employee or agent of
14 Highland View Academy, is or was serving at the request of Highland View Academy, as a member of
15 the ~~Executive Committee Board~~, officer, partner, trustee, employee or agent of another foreign or
16 domestic corporation, partnership, joint venture, trust, other enterprise or employee benefit plan against
17 any liability asserted against or incurred by such person in any such capacity or arising out of such
18 person's position, whether or not Highland View Academy would have the power to indemnify such
19 person under any applicable statutory or decisional law, as now or hereafter is in force. Highland View
20 Academy may provide similar protection, including a trust fund, letter of credit or surety bond, not
21 inconsistent with any applicable statutory or decisional law, as now or hereafter is in force.

22 No amendment of the Bylaws of Highland View Academy or repeal of any of its provisions shall
23 limit or eliminate the benefits provided to members of the ~~Executive Committee Board~~, officers,
24 employees or agents of Highland View Academy under this Article XII with respect to any act or

1 omission that occurred prior to such amendment or repeal.

2 ARTICLE XIV – Changes of Bylaws

3 The Bylaws may be altered, amended, repealed, or suspended, in whole or in part, by a two-thirds
4 (2/3) vote of the delegates present and voting at any regular meeting of the constituency or at a special
5 meeting where notice of the proposal to alter, amend, repeal or suspend has been announced in the call
6 and notice of such meeting as outlined in Article II.

7 ARTICLE XV – Dissolution

8 In the event of the dissolution of this Corporation, all assets remaining after all claims have been
9 satisfied shall be transferred to the Chesapeake Conference Association of Seventh-day Adventists.

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