

1 BYLAWS OF HIGHLAND VIEW ACADEMY, INCORPORATED

2 As Voted at the Fourth Quinquennial Session, May 21, 2017

3 ARTICLE I – Name and Location

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

7 ARTICLE II – Mission

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

12 ARTICLE III – Constituency Meeting

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

15 Section 1: Meetings

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

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

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

23 d. The Secretary of the Corporation shall provide to each delegate, at least three (3) weeks
24 prior to each constituency meeting, such background materials as deemed pertinent. For regular sessions,
25 these materials shall include:

1 Treasurer of the Corporation.

2 These officers shall hold office until their successors are duly appointed and enter upon their
3 duties.

4 Section 2: Duties

5 a. The officers of the Corporation shall also be the officers of the Board, and their duties
6 shall be such as usually pertain to such offices respectively and such other duties as the Board may
7 prescribe.

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

12 c. The Treasurer or such other individuals as the Board may designate shall sign all checks
13 for the Corporation.

14 ARTICLE V – Nondiscriminatory Policy

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

20 ARTICLE VI – Board of Trustees

21 Section 1: Membership

22 All members of the Board shall be Seventh-day Adventists in regular standing. The Board shall
23 consist of a maximum of twenty-one (21) members including the President, Secretary, Treasurer, and
24 Superintendent of Education of the Chesapeake Conference, and the Principal and Treasurer/Business
25 Manager of Highland View Academy. The Columbia Union Vice-President for Education or his/her

1 designee will be a non-voting invitee. All other members shall be elected by the delegates at the regular
2 meeting of the constituency of the Corporation with not less than eleven (11) being non-employees of the
3 denomination.

4 Section 2: Tenure, Vacancies

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

7 Section 3: Meetings

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

11 Section 4: Quorum

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

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

15 It shall be the responsibility of the Board:

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

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

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

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

25 e. To support the principal and the staff in their responsibilities of organization and

1 administration of the school program.

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

4 ARTICLE VIII – Duties and Responsibilities of the President

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

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

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

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

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

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

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

14 The duties and responsibilities of the Vice-President of the Corporation are to be the vice-
15 chairperson of all the meetings of the Board, and to perform the duties of the President in the event of the
16 absence or disability of the President.

17 ARTICLE X – Duties and Responsibilities of the Secretary

18 The duties and responsibilities of the Secretary are:

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

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

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

25 ARTICLE XI – Duties and Responsibilities of the Treasurer

- 1 The duties and responsibilities of the Treasurer are:
- 2 a. To be accountable for all funds entrusted.
 - 3 b. To keep an accurate account of all receipts and expenditures pertaining to the operation
4 of the school and any other funds designated by the Board.
 - 5 c. To send timely statements of account to all responsible parties.
 - 6 d. To submit a financial statement at each regular meeting of the Board and such other
7 financial reports as may be required by conference policy or requested by the Board.
 - 8 e. To obtain an inventory of school property at the end of each fiscal year.
 - 9 f. To disburse funds in harmony with the accepted budgetary provisions or at the direction
10 of the Board.

11 ARTICLE XII – Standing Committees

12 Section 1: The Executive Committee

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

19 Section 2: The Finance Committee

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

1 arising out of service in their capacities as employees or agents of Highland View Academy or arising out
2 of service at the request of Highland View Academy in any capacity (including, but not limited to, as
3 members of the Board, officers, partners, trustees, agents or employees) of any other organization
4 (including, but not limited to, a direct or indirect subsidiary or affiliate of Highland View Academy,
5 foreign or domestic corporation, partnership, joint venture, trust, other enterprise or employee benefit
6 plan).

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

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

24 a. the Executive Committee of the Board or any subcommittee designated by the
25 Board; or

1 b. at the request of the Board any subcommittee designated by the Board or the
2 President, by independent legal counsel retained by Highland View Academy and selected by the Board
3 by a majority vote of a quorum consisting of members of the Board not, at the time, parties to the
4 proceeding, or, if such quorum cannot be obtained, then by a majority vote of a subcommittee of the
5 Board consisting solely of two or more members of the Board not, at the time, parties to such proceeding
6 and who were duly designated to act in the matter by a majority vote of the full Board in which the
7 designated members of the Board who are parties may participate. In the event the requisite quorum of
8 the full Board cannot be established, independent legal counsel shall be selected by a majority vote of the
9 full Board in which members of the Board or officers who are parties may participate.

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

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

23 No amendment of the Bylaws of Highland View Academy or repeal of any of its provisions shall
24 limit or eliminate the benefits provided to members of the Board, officers, employees or agents of
25 Highland View Academy under this Article XII with respect to any act or omission that occurred prior to

1 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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