

ARTICLES OF ASSOCIATION
AND
BY - LAWS
OF
VINEYARDS ACADEMY
(AN UNINCORPORATED ASSOCIATION)

ARTICLE I

OFFICES

SECTION 1. The principal office shall initially be at 14260 Burchette, Plainwell, Michigan but shall be moved as soon as possible to the Township or Village of Richland, County of Kalamazoo, State of Michigan.

SECTION 2. The Association may also have offices at such other places both within or without the State of Michigan as the Board of Directors may from time to time determine or the business of the Association may require.

ARTICLE II

FISCAL YEAR AND TERM

SECTION 1. The fiscal year of the Association shall end on the last day of December of each year unless another date shall be fixed by resolution of the Board of Directors. After such date is fixed, it may be changed for future fiscal years at any time by further resolution of the Board of Directors.

SECTION 2. The term of the Association shall be perpetual, or until otherwise terminated by written resolution signed by no less than two-thirds (2/3) of the Directors then in office.

ARTICLE III

DIRECTORS

SECTION 1. The number of Directors which shall constitute the whole Board shall consist of from one (1) to twenty (20) directors. The initial Board of Directors shall consist of Donna M. Suter, Elaine Fifalski and _____. The Directors shall be elected at any meeting of the Directors, except as provided in Section 2 of this Article, and each Director elected shall hold office until his successor is elected and qualified.

SECTION 2. Vacancies and newly created directorships resulting from any increase in the authorized number of Directors may be filled by a majority of the Directors then in office, though less than a quorum, or by a sole remaining Director, and the Directors so chosen shall hold office until the next annual election and until their successors are duly elected and shall qualify, unless sooner displaced.

SECTION 3. The business of the Association shall be managed by its Board of Directors which may exercise all such powers of the Association and do all such lawful acts such powers of the Association.

SECTION 4. A Director of the Association who is either present at a meeting of the Board of Directors at which action on any corporate matter is taken, or who is absent but has notice of such action by certified mail, shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by certified mail to the Secretary of the Association immediately after the adjournment of the meeting or within seven (7) days after written notification of such action by certified mail. Such right to dissent shall not apply to a Director who voted in favor of such action.

MEETING OF THE BOARD OF DIRECTORS

SECTION 5. The Board of Directors of the Association may hold meetings, both regular and special, either within or without the State of Michigan.

SECTION 6. The first meeting of each newly elected Board of Directors shall be held at such time and place as they shall mutually determine.

SECTION 7. Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board.

SECTION 8. Special meetings of the Board may be called by the President on one day's notice to each Director, either personally or by mail or by telegram; special meetings shall be called by the President or Secretary in like manner and on like notice on the written request by two (2) Directors.

SECTION 9. At all meetings of the Board, a majority of the Directors shall constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

SECTION 10. Unless otherwise restricted by these By-Laws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the Board or committee, as the case

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may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

SECTION 11. Members of the Board of Directors may participate in a board meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

ARTICLE IV

NOTICES

SECTION 1. Whenever, under the provisions of these By-Laws, notice is required to be given to any Director, it shall not be construed to mean personal notice unless specifically allowed, but such notice may be given in writing, by mail, addressed to such Director, at her address as it appears on the records of the Association, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice of Directors may also be given by telegram.

SECTION 2. Whenever any notice is required to be given under the provisions of these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE V

OFFICERS

SECTION 1. The Board of Directors, within twenty-one (21) days after the annual election of the Directors in each year, shall elect from their number a President of the Association and shall also elect a Secretary and a Treasurer, who need not be members of the Board. The Board at any time or from time to time may elect one or more Vice-Presidents, Assistant Secretaries and Assistant.

SECTION 2. The term of office of all officers shall be one year or until their respective successors are chosen, but any officer may be removed from office, with or without cause, at any meeting of the Board of Directors by the affirmative vote of a majority of the Directors then in office. The Board of Directors shall have power to fill any vacancies in any office occurring from whatever reason.

SECTION 3. The salaries and other compensation of all officers of the Association shall be fixed by the Board of Directors.

SECTION 4. The President shall be the chief executive officer of the Association and shall have responsibility for the general and active management of the business of the Association, and shall see that all orders and resolutions of the Board are carried into effect. He shall execute all authorized conveyances, contracts, or other obligations in the name of the Association except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Association. He shall preside at all meetings of the Directors and shall be ex-officio a member of all standing committees of the Board.

SECTION 5. The Vice-Presidents (if any) in the order designated by the Board of Directors or, lacking such a designation, by the President, shall in the absence or disability of the President perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe.

SECTION 6. The Secretary shall attend all meetings of the Board and record all votes and the minutes of all proceedings in a book to be kept for all purpose and shall perform like duties for the standing committees when required. She shall give, or cause to be given, notice of all special meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or by the President, under whose supervision she shall act. She shall execute with the President all authorized conveyances, contracts or other obligations in the name of the Association except as otherwise directed by the Board of Directors. She shall keep in safe custody, the seal of the Association, and, when authorized by the Board, affix the same to any instrument requiring it and, when so affixed, it shall be attested by her signature or by the signature of the Treasurer or an Assistant Secretary.

SECTION 7. The Treasurer shall have custody of and keep account of all money, funds and property of the Association, unless otherwise determined by the Board of Directors, and she shall render such accounts and present such statements to the Directors and President as may be required of her. She shall deposit funds of the Association which may come into her hands in such bank or banks as the Board of Directors may designate. She shall keep her bank accounts in the name of the Association and shall exhibit her books and accounts at all reasonable times to any Director of the Association upon application at the office of the Association during business hours. If required by the Board of Directors, she shall give the Association a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of the faithful performance of the duties of her office and for the restoration to the Association in case of her death, resignation or removal from office of all books, papers, vouchers, money and other property of

whatever kind in her possession or under her control belonging to the Association.

SECTION 8. The Assistant Secretaries and the Assistant Treasurers (if any), respectively, (in order designated by the Board of Directors or, lacking such designation, by the President) in the absence of the Secretary or the Treasurer, as the case may be, shall perform the duties and exercise the powers of such Secretary or Treasurer and shall perform such other duties as the Board of Directors shall prescribe.

ARTICLE VI

PURPOSES AND POLICIES OF VINEYARDS ACADEMY

The Bylaws, purpose and policies of an institution are its basic foundation for progress and usefulness. Purpose is vision of the goal to be attained; policies are the plan of action or ways of administration by which vision is to be accomplished.

PURPOSE: The purpose of the Vineyards Academy is to provide quality education in an atmosphere that is in harmony with the principles of traditional Roman Catholic teaching.

WITH REGARD TO ROMAN CATHOLICISM

Policy I: The Vineyards Academy shall be based upon the principles of traditional Roman Catholic teaching, in accordance with the doctrines promulgated by the Pontiff and the Magisterium of the Church, so that students and families who desire to grow in their understanding and practice of the traditional Roman Catholic faith find a supportive environment at Vineyards Academy.

Exemplification of Policy I:

A. In its dealings with individuals or organizations, in formulating policies and regulations, establishing methods, and in all of its sponsored activities, the Vineyards Academy shall strive to conform its ideals and practices to the principles of the traditional Roman Catholic faith. All activities sponsored by Vineyards Academy shall be consistent with the standards of the traditional Roman Catholic faith, especially those relative to moral and social behavior.

B. Faculty, staff and members of the Board of Directors of Vineyards Academy shall be active members of the Roman Catholic Church.

C. Faculty, staff and students are expected to prepare prayerfully for each class session just as they are expected to prepare academically. In addition, the school shall ask for daily prayerful support from parents. This support shall be specifically

requested if a student experiences challenges which impact upon the classroom experience.

D. Faculty and staff shall be expected to work with students and parents to further the fullest development of the student.

E. The school shall strive to help students to express the highest ideals of traditional Roman Catholic teaching for the solution to all problems. Students shall be encouraged to be true to these ethical and moral principles and to look to the practical application of them as the solution to problems.

F. The student's desire to grow in his/her understanding of traditional Roman Catholic teachings shall be supported at Vineyards Academy.

G. It may be necessary for teachers, either by articulating the principles of traditional Roman Catholic teaching or as a role model, living in accordance with the teachings of traditional Roman Catholic teachings, to remind students of their responsibilities and obligations.

H. It shall be the goal of Vineyards Academy to express only the highest qualities of thought and to conduct its affairs in a manner that brings credit to the Holy Roman Catholic Church.

Policy II: Vineyards Academy shall make it know that it is in no way connected with, nor authorized by, the local archdiocese.

EDUCATION

Policy III: Students shall be given the best possible training in the basic academic skills and also provided meaningful enriched experiences. As much as feasible, students will be provided individualized instruction and allowed to study at their instructional level, whether it is above or below their chronological grade level. Study and love of learning are encouraged, as well as the development of aesthetic values and the creative use of imagination.

Exemplification of Policy III:

A. Students will be taught to think clearly, discriminately, vigorously, fearlessly, tolerantly and unselfishly. They shall be taught how to cultivate the ability to dissect thought and to discard that which is unworthy. They shall be taught how to gather and weigh evidence and to form conclusions free from personal influence or selfish considerations.

B. The Vineyards Academy shall encourage the productive use of leisure time.

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C. Students shall be given direction which will lead to effective participation in the activities of the institution. Students shall be provided training in Christian unselfishness, in consideration for others, in true democracy, in good sportsmanship, in correct social customs, in appropriate dress, manner, speech, and conduct, and in any other items which will enable the student to be a good citizen.

D. The school provides experiences of diversity which are designed to develop an understanding and appreciation of various races, religions and cultures.

E. Students shall be inspired to understand that education carries with it the obligation to use technical skills and intellectual attainments for the betterment of society and the greater glory of God.

F. The faculty shall be expected to be well qualified academically and professionally and shall be expected to keep abreast of new trends in education and be willing to try new means and methods of educating children.

Policy IV: Students shall be taught to love and respect the United States of America and its flag. Emphasis shall be placed upon devotion to the democratic way of life and upon dedication to its service. The virtues shall be extolled of the priceless privileges and responsibilities of freedom of thought, freedom of speech, freedom of religious worship, and freedom of press.

Policy V: Character Development shall be an integral part of the Vineyards Academy educational program. In response to a world need for citizens who are schooled in traditional character-building ethics, Vineyards Academy shall strongly emphasize the definition and application of Roman Catholic moral and spiritual values.

Exemplification of Policy V:

A. Since respect and obedience are the foundation of freedom, children shall be expected to act in such a way that they do not usurp another's freedom and to show that they respect the rights and property of others. Faculty and students shall be expected to serve as examples in this regard.

B. Students, faculty and staff shall respect and obey civil laws and abide by the regulations of the school community.

C. Christian nurturing of each member of the school community shall be a priority.

D. Students shall be helped to share their knowledge and talents with others. The school shall provide for the development of leadership skills.

E. Positive methods of discipline shall be used which encourage self-control, self-direction, self-discipline, self-esteem and cooperation.

F. Students shall be expected to live in accord with the standards of the traditional teachings of the Roman Catholic Church. This includes abstaining from the use of tobacco, alcohol and other drugs, and maintaining high moral standards in thought, speech and action.

STUDENT ADMISSION

Policy VI: Students, from a wide range of intellectual experience and socio-economic backgrounds, without regard to race, national or ethnic origin, or sex, shall be accepted for enrollment at Vineyards Academy.

Exemplification of Policy VI:

A. Enrollment shall be extended only to those students who are prepared to take advantage of the experience and to take part in the normal school program. With appropriate differences, students shall continue as members of the student body only as they earn the right to do so through successful accomplishment to a degree which indicates their desire and readiness to be a part of the Vineyards Academy family.

B. The Vineyards Academy shall be co-educational, and this intent shall be expressed by the Board of Directors, administration, faculty, staff and students. Participation or equal opportunity shall never be denied on the basis of sex, race, ethnic or national origin.

C. An effective financial aid program extends the Vineyards Academy experience to qualified students and is not denied on the basis of race, color, national or ethnic origin, or sex.

PERSONNEL

Policy VII: Applicants for positions on the staff, faculty, administration, and members of the Board of Directors shall be selected without regard to race, color, national or ethnic origin, or sex.

GOVERNANCE

Policy VIII: In all of its activities, the Vineyards Academy shall place reliance upon God rather than upon person. However, the institutional governance of Vineyards Academy is outlined in its Bylaws and rests with its Board of Directors. The Board of Directors shall appoint the operating Chairperson. The Chairperson shall be responsible for implementing Board and fundamental

policies. All other members of administration, faculty and staff shall be appointed by the Chairperson. Vineyards Academy shall have in its service those who are in harmony with the fundamental policies and established administrative practices of the institution. Such members will undertake their work with that proprietary interest which is essential to the success of the institution.

Policy IX: Meetings of Vineyards Academy Board of Directors shall be conducted in a democratic manner.

OPERATIONS

Policy X: Any activity of the school shall be authorized by Vineyards Academy Board of Directors or its designate.

Policy XI: Vineyards Academy shall strive to improve its educational and business practices seeking divine inspiration in the conduct of its work. It shall keep abreast of educational progress and adopt its policies and procedures to be in step with changing world conditions but always in a manner consistent with the teachings of the Magisterium of the Roman Catholic Church. It shall willingly depart from habitual practices whenever it becomes clear that there is a better way of doing things. However, Vineyards Academy shall accept from common practice of other schools only those methods and customs which best contribute to the fundamental purpose of the institution.

Policy XII: Vineyards Academy shall always be conducted as one institution, regardless of the number or location of the units into which it may be divided for administrative or other reasons.

Policy XIII: Vineyards Academy shall conduct its activities on the basis that all obligations of whatever nature incurred by or due the school shall be met promptly and fully.

Responsibility of the Educated

Vineyards Academy seeks to inspire students to understand that education carries with it obligation to use technical skills and intellectual attainments for the Greater Glory of God and the betterment of society.

ARTICLE VII

GENERAL PROVISIONS

ANNUAL STATEMENT

SECTION 1. The Board of Directors shall present at each annual meeting and at any special meeting of the Directors a full

and clear statement of the business and condition of the Association.

CHECKS

SECTION 2. All checks or demand for money and notes of the Association shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

LOANS

SECTION 3. No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

CONTRACTS

SECTION 4. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Association, and such authority may be general or confined to specific instances.

CHARITABLE ORGANIZATION

SECTION 5. The Association is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

SECTION 6. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Association shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which

are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

DISSOLUTION

SECTION 7. Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

AMENDMENTS

SECTION 1. These By-Laws may be altered, amended or repealed or new By-Laws may be adopted by the Board of Directors, at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors if notice of such alteration, amendment, repeal or adoption of new By-Laws be contained in the notice of such special meeting.

ARTICLE IX

COMMITTEE OF DIRECTORS

SECTION 1. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, to consist of two or more of the Directors of the Association. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Association, and may authorized the seal of the Association to be affixed to all papers which may require it; provided, however, that in the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of such absent or disqualified member. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors.