

DRAFT: January 10, 2018

CONSTITUTION AND BY-LAWS OF
Advent Parish Day School

ARTICLE I

Name and Location

- Section 1. The name of the school shall be Advent Parish Day School, hereinafter referred to as "the School."
- Section 2. The School shall be conducted in the parish educational facilities of the Episcopal Church of the Advent located at 815 Piedmont Drive, Tallahassee, FL 32312

ARTICLE II

Objectives

- Section 1. The School shall be an Episcopal school and maintain and perpetuate the highest possible standards to foster spiritual values and to provide a developmentally appropriate curriculum to the greatest number of children commensurate with the resources available. The school shall follow its mission to promote the growth and development of the total child socially, emotionally, intellectually, physically and spiritually in a loving environment.
- Section 2. The School shall operate a program of education consistent with its mission and in keeping with best practices of the Episcopal Church in pre-school education.

ARTICLE III

Relationship between Church and School

- Section 1. The School shall function as an extension of the mission of The Episcopal Church of the Advent, subject to the consent of the Vestry of the Church. The overall responsibility and accountability for the operation of the day school shall rest with the Rector, Churchwardens and Vestry, collectively referred to herein as "the Vestry," of Advent Church. The School shall offer its program to students regardless of race, gender, color, religion or national or

ethnic origin and will not proselytize or attempt to indoctrinate its students in the tenets of the Church.

ARTICLE IV

School Board of Trustees

Section 1. The purpose of the Board of Trustees of Advent Parish Day School (“the Board”) is to focus in one body the responsibility for setting the policies of the School and overseeing its management.

Section 2. There shall be not less than 10 nor more than 15 board members, referred to herein as “Trustees”. All members shall be selected by the nominating sub-committee of the Trustee Committee of the Board, and elected by the Board with the consent of the Vestry.

- a.) Two persons shall be one Church Warden of Advent Church and one other Vestry member.
- b.) One person shall be a member of the Advent Parent Association.
- b.) The remaining persons shall be a combination of between 2 and 5 active parishioners and four and seven other persons who are either parents or grandparents of current or former day school children
- c.) The Rector will serve ex officio as a voting member of the Board.
- d.) The Head of School will serve ex officio as a non-voting member of the Board.

Section 3. The composition of the Board shall reflect a balance of expertise and perspectives needed to achieve the mission of the school. Selection of Board members shall be on the basis of background, skill, interest, character and representation, taking into account and reflecting the diversity of the community. No voting Board member shall be an employee of the School, or the spouse, parent, or child of an employee of the School or the Church.

Section 4. The regular term of a Board member shall be for a period of three (3) years beginning on the first day of July. Board members may serve no more than two full terms consecutively, and a former Trustee becomes eligible to rejoin the Board after an absence of one (1) year.

- a.) The terms of the Board members shall be staggered.
- b.) Unexpired terms shall be elected by the Board, upon receiving nominations from the Trustee Committee, and with the consent of the Vestry.
- c.) The Board may declare vacant the seat of any member who is absent without excuse from three (3) successive meetings of the Board.

Section 5. No voting Trustee may receive a salary from the School or the Board for services as a Trustee. A Trustee may be compensated for services other than as a Trustee and may be reimbursed for travel, out-of-pocket expenses and other expenses incurred in conducting business for the School Board as may be properly authorized by the Board and consistent with any conflict-of-interest policies.

Section 6. The affirmative vote of at least three-fourths of all voting members of the Board shall be required to elect each new Trustee, subject to confirmation by the Vestry.

Section 7. Conflicts of Interest. A Trustee shall disclose to the Board any relationship with any person, corporation, or other entity with which the School proposes to enter into any contract or other transaction, which will or may result, directly or indirectly, in financial gain or advantage to the Trustee by reason of such relationship. Each Trustee shall submit a signed declaration of conflict of interest each term. If the Trustee shall fail to make this disclosure before the School enters into the contract or transaction, the Board may terminate the term of the Trustee.

ARTICLE V

Officers

Section 1. Advent Parish Day School's Board of Trustees shall annually elect from its membership, excluding ex-officio and advisory members: a President, Vice President, and Treasurer of the School and other Officers as shall be determined through amendments to these bylaws. Such election shall take place at its annual meeting in June. Officers shall serve for a term of one (1) year and may serve consecutive terms, subject to term limits for Board members.

- Section 2. The President shall preside at all meetings of the Board and the Executive Committee and act as an ex-officio member of all committees. He or she shall be responsible for the appropriate oversight the mission, governance, policies, management, and finances of the School; present the Annual Report at the Annual Parish Meeting of Advent Church; and perform such other duties as may from time to time be assigned to him or her by the Board or the Executive Committee. The Rector of the Church is excluded from serving as President of the Board.
- Section 3. In the case of the absence or disability of the President, the duties of that office shall be performed by the Vice President. The Vice President shall perform such other duties as may from time to time be assigned by the Board, the Executive Committee, or the President.
- Section 4. The Secretary shall record minutes at all meetings of the Board and prepare and file minutes of each meeting before the next regular Board meeting. Minutes of all meetings shall be provided within 30 days of any meeting to the Vestry and made available to the Parish membership.
- a.) The Secretary shall attend to the giving of all notices for the Board and shall perform all duties incident to the office of the Secretary, subject to the control of the Board, and such other duties as may from time to time be assigned by the Board, the Executive Committee, or the President.
- Section 5. The Chair of the Finance Committee of the School shall be accountable to the Board of Trustees. The Chair shall be responsible to assist the Head of School in the preparation of the annual budget and shall be responsible for, filing regular financial reports,; and ultimately is responsible to the Rector, Vestry, and to Advent Church.
- a.) The Chair of the Finance Committee shall cause to be prepared and shall present to the Board, as soon as practicable after the close of the fiscal and calendar year, a complete financial report and balance sheet showing the assets and liabilities of the School as of the close of that year, together with a profit and loss statement showing the gross and net income and operating expenses for the same period.

- b.) It shall be the responsibility of the President, Head of School and the Treasurer of the Board of Trustees to keep the Vestry informed about the state of the school and the financial status on a quarterly basis, by providing financial statements.
- c.) The Treasurer shall also perform such other duties as may from time to time be assigned by the Board, the Executive Committee, or the President. The Treasurer shall also, whenever required by the Board or the President, render a statement of the finances of the School.
- d.) It shall be the responsibility of the President and the Treasurer to make an annual report for the Board to the Vestry and congregation of Advent Church on the occasion on the parish's annual meeting, concerning the enrollment, finances, and other pertinent matters concerning the School as may be requested by the Vestry.

Section 6. The Board may establish an Executive Committee to set agendas for the Board, act for the Board between meetings, and handle special tasks assigned to it by the Board. Any actions taken by the Executive Committee shall be reported in detail to the Board not later than the next regular or special meeting of the Board. The Executive Committee, if established, shall consist of the President, the Rector, the Vice-President, and the Treasurer of the School, and other Officers or members of the Board appointed by the President and submitted to the Board for approval. The Head of School shall serve ex officio as a non-voting member of the Executive Committee.

ARTICLE VI

Committees

Section 1. The President shall appoint committees in consultation with the Head of School, and submit to the Board for approval, standing committees to serve for one (1) year commencing on July 1st each year. In addition to the standing committees enumerated below, members of special committees and task forces may be appointed by the President in consultation with the Head of School and shall serve at the pleasure of the President. The President shall be an ex-officio member of each standing or special committee.

Section 2. Standing Committees. The designation, members, numbers, and duties of the standing committees shall be as follows:

- a.) The Finance Committee shall be chaired by the Treasurer of the Board.
 - 1.) The Finance Committee in cooperation with the head of School and Business officer shall prepare the annual budget and be responsible for reporting on over all management and supervision of the financial affairs of the school. The Finance Committee shall review for any developments which might necessitate a departure from the budget and report upon these activities from time to time to the Board of Trustees.
 - 2.) The Finance Committee shall develop, subject to Board approval, policies related to the school's short-term and long-term finances, including but not limited to policies related to investments; reserves; financial reporting; annual audits; the setting and collection of fees, gifts, tuition and other monies; and financial aid.
- b.) The Trustee Committee shall consist of not less than three members. At least one member of the committee shall be a member of the Board of Trustees whose term does not end in the current year; a second member shall be a member of both the Vestry and the School Board. The Rector and the Head of School shall also serve as members of the Committee.
 - 1.) The committee shall be responsible for the identification and cultivation of prospective Trustees and for maintaining a file of such prospects. In nominating persons as members of the Board, the committee will take into account and will reflect in the nominations the diversity of the larger community, professional interests and expertise, and commitment to the mission of the School. Nominations will comply with the Board composition requirements as stated in Article IV, Section 2 and 3.
 - 2.) This committee shall present to the Board nominations to fill interim vacancies and, at least one month prior to the Annual Meeting; and shall present

a full slate of officers and prospective Trustees to fill imminent vacancies.

- 3.) The committee will undertake an annual self-assessment of the full Board.
- 4.) The committee shall be responsible for providing formal orientation of new Board members, and for initiating programs for further Board education and development.

c.) The Buildings & Grounds Committee in cooperation with the Head of School and Finance Committee shall oversee and report on operations and maintenance of school facilities, including an annual report to the Vestry of Advent Church.

d.) The Development Committee shall be responsible for all areas of fundraising on behalf of the School, including student, faculty, parent, and alumni or other fundraising activities by any other ad hoc committees.

Section 3. Special Committees. The President may appoint special ad hoc committees to support the work of the Board.

Section 4. Chairpersons of all committees shall report regularly to the Board, either in writing or orally.

ARTICLE VII

Meetings

Section 1. Annual Meetings.

- a.) The annual meeting of the Board shall take place in June of each year.
- b.) The Board of Trustees shall provide both a written and verbal report on the state of the School at the annual meeting of the congregation.

Section 2. Regular Meetings. Regular meetings of the Board shall ordinarily be held as necessary, but not less than quarterly, at the School, or at such other place and time as designated by the President in consultation with the Head of School. A calendar of regular

meetings shall be prepared annually, and notice and agenda shall be sent to Trustees no less than 10 days in advance of each meeting.

Section 3. Special Meetings. Special meetings of the Board of Trustees may be held at any time on the call of the President, or in the event of the President's absence or inability to act, by the Vice-President. Special meetings of the Board may also be called by the Rector or Head of School, or by a minimum of one-third of all members of the Board. Special Meetings may be held at any time and place as shall be designated.

Section 4. Quorum. A quorum shall consist of a majority the voting members of the Board of Trustees present. Any Trustee who is unable to attend a board meeting shall give their proxy to another Trustee in writing regarding any issue in the agenda to be voted upon at the meeting. Proxy votes will be counted if a quorum is established.

ARTICLE VIII

Functions of the Board

Section 1. Authority for the direction of school life, and conduct of business and financial affairs, is delegated by the Vestry to the Board. The School Board of Trustees shall have the responsibility to exercise general oversight of the school operation, including the following functions in accordance with the following safeguards:

- a.) Establish rules and procedures for its governance, subject to the consent of the Vestry.
- b.) Present annually a proposed budget to the Vestry for approval; maintain financial solvency; and oversee the financial affairs and finances of the School, including short-term and long-term financial planning.
- c.) Develop school policies, including those related to finances; fundraising; admissions; health and safety; and financial aid and scholarships.
- d.) Set proposed tuition adjustments to be approved by the Vestry.
- e.) Assure the integrity, maintenance, and safety of any physical space designated for school use, and develop and implement policies regarding those facilities, in consultation with the Rector and Vestry.

- g.) Make and implement financial and institutional policies for the long range development of the School's educational program, financial sustainability, and physical facilities, subject to the consent of the Rector and the Vestry.
- h.) Manage and oversee fundraising and capital campaigns undertaken in the name of the School, subject to the consent of the Vestry.
- i.) Subject to relevant Diocesan canons or policies, enter into all budgeted contracts under \$5,000, , and receive monies, gifts, donations and other artifacts from individuals, trusts, and foundations as may be appropriate from time to time in the name of the School. Contracts exceeding \$5,000 will require Vestry preapproval.
- j.) Insure that the School shall admit students of any race, color, religion, national or ethnic origin to all the rights, privileges, programs and activities of the school; and that the School shall not discriminate on the basis of race, color, religion, sex, national or ethnic origin in the administration of its educational policies, admissions policies, hiring practices, financial aid policies, and other School-administered programs.

Section 2. The Board, Rector and Vestry will receive full reports from the Head of School regarding all matters that have consequence for the School's operation.

Section 3. The Board of Trustees with the consent of the Vestry may establish a special endowment fund or foundation to hold in trust designated gifts for special school purposes.

ARTICLE IX

Head of School

Section 1. The School shall have a Head of School hired by the Rector, and who serves at his or her pleasure, with the approval and consent of the Vestry.

Section 2. The Head of School shall be responsible for the administration of the School and its educational programs in accordance with the by-laws and policies of the Board.

The Head of School shall be responsible for:

- a.) maintaining the standards and promoting the goals of Advent Parish Day School; implementing the School's mission; adhering to Board policies; and overall administration and operations of the School itself, the Board of Trustees having delegated to the Head of School full authority and power to take final action in the discharge of said responsibilities.
- b.) the employment, supervision, and dismissal of school personnel.
- c.) the selection, evaluation, and dismissal of students.
- d.) preparation with the Finance Committee of an annual budget.
- e.) the academic life and disciplinary affairs of the school.
- f.) communications with students, parents, alumni, and the general public regarding school matters.

Section 3. The Head of School shall see that official records of School activities and Board functions are filed and safeguarded.

ARTICLE X

Indemnification of Trustees and Officers

Section 1. The School shall indemnify each person, their heirs and personal representatives, who is serving or has served as a Trustee or as an officer of the Board, against all liabilities and personal expenses actually and reasonably paid or incurred in connection with the defense of any action, suit or proceeding resulting from or related to that service as a Trustee or officer, to the extent that the Vestry or the School has effective insurance coverage for such liabilities and expenses, and only to the extent that the Trustee or officer is not insured under any other policy of insurance covering such liability and expenses.

ARTICLE XI

Parliamentary Authority

Section 1. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the School Board of Trustees and such other committees authorized and established in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the Board may adopt.

ARTICLE XII

Amendment and Adoption of By-Laws

Section 1. These by-laws may be amended at any regular meeting of the Board by a two thirds vote of a majority of the members of the Board provided that the amendment has been submitted in writing as of the previous regular meeting; no amendment shall take effect until ratified by a two-thirds vote of the Vestry, a quorum being present, and with the consent of the Rector, and subject to an approval of a majority of qualified electors of the Church at a duly called and noticed Parish meeting

ARTICLE XIII

Dissolution

Section 1. In the event of dissolution of the School, all assets, after the payment of all debts, shall be transferred to the Vestry of the Episcopal Church of the Advent, save those established through Article VIII, Section 4 of these by-laws.

The foregoing By-Laws, consisting of Articles I – XIII, were approved for submittal to the Qualified Electors of the Parish by the Vestry at a duly noticed and held Vestry Meeting on the ____ day of December, 2017.

ATTEST: _____
Secretary of the Vestry

FURTHER, the foregoing By-Laws, consisting of Articles I - XIII, having been reviewed and considered, were adopted by a majority vote of Qualified Electors at a duly called and properly noticed meeting of the Episcopal Church of the Advent on the _____ day of _____, 2018.

ATTEST: _____
Secretary of the Vestry