

**GRACE EPISCOPAL SCHOOL
ALEXANDRIA, VIRGINIA
BYLAWS**

ARTICLE I. GOVERNING BOARD

Section 1. Charter

This document derives from the document entitled Grace Episcopal Church Vestry Charter of Grace Episcopal School, adopted by the Vestry of Grace Episcopal Church on January 14, 2003. Any portions of these Bylaws that are also contained in the Charter, and therefore must be amended or altered in conformity with the Charter, are shown as underlined text.

Section 2. Functions

The Board of Directors (hereinafter, "Board") shall have oversight responsibility for the policies and operation of Grace Episcopal School (hereinafter, the "School") in accordance with the Charter and these Bylaws.

The Board shall provide to the Grace Church Vestry (hereinafter "Vestry") semi-annually, in the fall and spring of the school year, an overview of the operation of the School.

The Board in consultation with the Head of School (hereinafter, "Head") shall be responsible for preparing an annual budget (hereinafter "School Budget"), including appropriate levels of tuition and expenditures and all such matters necessary to operate the School on a sound fiscal basis. The School Budget, as approved by the Board, shall be submitted to the Vestry for review and acceptance. A financial commitment shall be included in the School Budget for utilities and other costs shared between the Church and the School, as determined by the extant cost-sharing memorandum of understanding between the Church and the School.

The Board shall seek guidance and counsel from the Rector and/or the Chaplain, if one is appointed, on such matters which reflect on the corporate life of the parish.

Section 3. Membership

The Board shall consist of a minimum of 11 and up to 13 directors (excluding *ex officio* directors), as follows:

- at least eight of the directors shall be active members of Grace Episcopal Church, as defined by the Church, and at least two of such directors shall be members of the Vestry;
- two of the directors shall be parents of students currently enrolled in the school, one of whom shall be a parent of a student enrolled in the lower school (Pre-School through Kindergarten) and one of whom shall be a parent of a student enrolled in the grades (Grades 1 -5);
- one of the directors shall be the then current President of the Grace School Parents Association; and
- the Board may include up to two community members with professional affiliations, expertise, talents, and/or interests that augment or complement those of other Board members.

The Rector shall be an *ex officio* member of the Board with the right to vote on all matters that come before the Board.

The Head shall be an *ex officio* member of the Board with no vote.

Nomination of the six non-Vestry parishioner directors and any community directors shall be the responsibility of the Executive Committee.

Except with respect to the two directors who are Church Vestry members, elected terms of office shall begin on July 1 of the year of election and shall end on June 30 of the third year thereafter. No member shall serve more than two consecutive three-year periods, except that a member serving a partial term of 18 months or less shall be eligible, upon completion of that term, to serve two consecutive full terms.

The six non-Vestry parishioner directors shall serve terms of three years. To the extent possible, these terms of office shall be staggered with two members beginning their service each year.

The two Board members from the Church Vestry shall be appointed to the Board by the Rector with the concurrence of the Vestry and shall serve terms of not more than three years in accordance with Section 5 below. Vestry members may serve their term beginning February 1 of their first year on the Vestry and ending on January 31 of their last year on the Vestry.

The community members shall serve terms of three years.

Members who are parents of students shall serve terms of three years, as long as their children are enrolled at the School during such terms. The maximum number of terms for parent members shall be two. Nomination of two parent members of the Board will be through a written, self-nomination process. Self-nominations will be submitted to the Board in consultation with the Head and other members of the Board. Nominations will occur before the Board meeting in or closest to May in any year in which a parent director's term will expire. The Board shall elect the new parent members at its meeting in or closest to June in any such year.

The President of the Grace School Parents Association shall serve as a term coincident to his or her term of office as President of the Parents Association.

A member may resign at any time by providing written notice to the Secretary.

A member may be removed for malfeasance or extraordinary impropriety by the affirmative majority vote of three-quarters of the members of the Board.

Any vacancy in the Board (whether resulting from resignation, removal or otherwise) shall be filled by a vote of the majority of the remaining directors (even if less than a quorum), and otherwise the vacancy shall be filled in accordance with the provisions for the composition of the Board set forth in this Article I, Section 3. Directors filling vacancies shall, unless they otherwise resign or are removed in accordance with these Bylaws, serve for the remainder of the vacating director's term.

Section 4. Meetings and Voting

The Board shall meet no less than eight (8) times during the year, at a regular time each month, unless otherwise agreed upon by the Board. Meetings may be called by the Chair, the Head, the Executive Committee or directors constituting at least one-third of the Board by provision of reasonable advance notice to all Board members. Members shall make reasonable efforts to report any anticipated absence in person from a meeting in advance to the Chair or Vice Chair. Participation in meetings may be via telephone and/or video conference by which all members can reasonably hear each other. A simple majority of voting members of the Board shall constitute a quorum. All meetings of the Board shall be conducted according to procedures in Robert's Rules of Order. The Recording Secretary of the Board shall keep minutes.

Written notice of proposed resolutions and other matters that require Board approval must be provided to all Board members at least four days prior to the date of a meeting; provided that such advance notice may be waived by the approval of the Board at a meeting duly held to consider an applicable resolution or matter. Approval by the Board is defined as the affirmative vote of a majority of voting members. Members who cannot attend a Board meeting, in person or by telephone, may submit their votes *in absentia* to the Recording Secretary in advance of the meeting. Action required to be taken at a Board meeting may be taken without a meeting if the action is approved by all directors either by written consent or electronically via email or similar means.

Section 5. Head of School

The Head is responsible for the instructional program, general administration and day-to-day operation of the School in accordance with policies of the Board, Grace Episcopal Church, the Diocese of Virginia, and federal, state and local laws and regulations. The Head serves under the direction and at the pleasure of the Board.

The Board shall appoint the Head with the advice and consent of the Rector and the affirmation of the Vestry. Terms and conditions of the employment contract (or revisions thereto) for the Head shall be negotiated on behalf of the Board by the Chair in full consultation with the Executive Committee of the Board and with approval of the majority of the voting members of the Board.

The initial employment contract with a Head shall be for a period of one (1) year. Upon completion of one year of satisfactory performance, a continuing contract for a term determined by the Executive Committee and approved by the majority of the voting members of the Board may be issued. Salary adjustments may be made annually at the discretion of the Board.

ARTICLE II. OFFICERS

At the meeting in or closest to June each year, the Board shall elect officers from its membership for terms of one year. A Board member may serve no more than six consecutive one-year terms in one office. Upon the expiration of a member's term of office, or in the case of resignation, each officer shall relinquish all records, books, and other materials pertaining to the office to the Chair.

Section 1. Chair

The Rector, in consultation with the Executive Committee, shall nominate from within the Board membership the Chair of the Board ("Chair"). The Chair shall preside at all Board meetings, appoint the chairs of each committee, and give direction to the other officers and committees. The Chair, in coordination with the Head, shall be responsible for seeing that an orientation session for new Board members is provided to give an overview of the work and activities of the Board. The Chair, in consultation with the Board, shall prepare a written performance appraisal of the Head at least annually.

Section 2. Vice Chair

The Chair, in consultation with the Executive Committee, shall nominate the Vice Chair of the Board. The Vice Chair shall assist the Chair and perform the functions of the Chair of the Board in the absence of the Chair. The Vice Chair shall succeed to the office of Chair if that office becomes vacant, until such time as a new election can take place.

Section 3. Treasurer

The Chair, in consultation with the Executive Committee, shall nominate the Treasurer of the Board. The Treasurer shall serve as chair of the Finance Committee and, as such, shall direct the work of the

Committee in setting policy regarding the School's financial matters. The Treasurer shall be responsible for reporting regularly and upon request to the Board and the Vestry to ensure that the books are kept in a manner required by the Finance Committee, the Grace Episcopal Church Vestry Charter, canonical requirements and generally accepted accounting principles. Further, the Treasurer shall be responsible for ensuring that a qualified auditor performs a financial audit of School finances on an annual basis. The Treasurer shall advise the Board on adherence to the budget and shall recommend, with the concurrence of the Finance Committee, all changes to the reserve accounts, for approval by the Board.

Section 4. Recording Secretary

The Chair, in consultation with the Executive Committee, shall nominate the Recording Secretary of the Board. The Recording Secretary (or a designated member of the Board in the Secretary's absence) shall keep minutes of Board meetings and distribute copies for approval to the voting members of the Board and the Head at the next Board meeting. A copy of approved minutes shall be distributed to the Board and shall include financial reports from the monthly Board meeting. Copies of approved minutes shall be provided to the school office for the Permanent Board File, for the Auditor File and such additional copies as may be needed for other files.

ARTICLE III. COMMITTEES

There shall be four standing committees: Executive; Finance; Building and Grounds; and Development and Fund Raising. In accordance with this Article III, the Chair shall appoint a member of the Board to be the chair of each committee at the meeting in or closest to June each year. Committee chairs shall serve one-year terms and shall be eligible for reappointment. The Board shall appoint members of the standing committees. The Chair of the Board and the Rector and/or Chaplain, if one is appointed, shall be *ex officio* members of all standing committees with the right to vote. The Head shall be *an ex officio* member of all standing committees, but with no vote.

The Board may authorize ad hoc committees to facilitate the work and accomplish the goals of the Board. As with standing committees, the Chair of the Board and the Rector and/or Chaplain, if one is appointed, shall be *ex officio* members of all ad hoc committees with the right to vote. The Head shall be an *ex officio* member of all ad hoc committees, but with no vote.

The Head shall not attend any standing or ad hoc committee meeting held to consider recommendations affecting personnel or compensation policies specifically related to the Head unless the Head is asked to attend.

Section 1. Executive Committee

The Executive Committee consists of the officers of the Board and the Rector, with the Chair as chair of the committee. The Executive Committee is empowered to transact necessary business in the intervals between meetings and such other business as may be referred to it by the Board.

The Executive Committee shall be fully consulted as part of negotiations to set the terms and conditions for any employment contract (or revisions thereto) for the Head, or on any changes in compensation for the Head, before such changes are brought to the full Board for approval.

The Executive Committee shall identify and bring to the Board's attention parishioners and members of the community to serve as Board members or members of Board's standing and ad hoc committees. The committee shall work in consultation with the Chair of the Board and the Rector and/or Chaplain, if one is appointed. The committee shall inform the Vestry in May of each year of a list of nominees who have agreed to be candidates in sufficient number to provide at least one nominee for each vacancy to be filled. The Board shall elect the new directors at its meeting in or closest to June each year.

Section 2. Finance Committee

The Finance Committee consists of the Treasurer of the Board, as chair, the Head, and at least two other Board members. The committee shall provide recommendations to the Board on the School's financial affairs, including the preparation of an annual operating budget, in conjunction with the Head. After approval by the Board, this budget shall be submitted to the Vestry for review and acceptance in February prior to the next school year. The committee shall ensure that the School Budget accurately reflects any short and long-term strategic goals adopted by the Board. The committee's budget submission shall also reflect resources provided in separately held operating reserves. The committee shall ensure that all records concerning the operation of the School are maintained separately from the records of Grace Church and are consistent with guidelines provided by licensing and accrediting agencies, and are in a format consistent with the Grace Episcopal Church Vestry Charter, canonical requirements and generally accepted accounting principles. The committee shall retain, as required, competent counsel to advise the committee/Board on matters related to compliance with pertinent tax law. The committee shall ensure that information needed for the annual parish report required by the Diocese of Virginia and by the Commonwealth of Virginia Workers' Compensation regulations is available.

Section 3. Building and Grounds Committee

The Building and Grounds Committee oversees the maintenance and repair of school equipment. The committee shall coordinate with the Junior Warden regarding the upkeep of buildings and grounds and the maintenance of proper security measures. The chair of the committee will be a member of the Church's Property Committee. The committee shall keep the Board advised as to compliance with applicable regulatory requirements.

Section 4. Development and Fund Raising Committee

The Development and Fund Raising Committee consists of the Director of Development, the Head, the President of the Parents Association, and at least one other Board member, who shall serve as chair of the Committee and as chair of the School's Spring Benefit Program. The committee shall advise the Board regarding methods for raising funds for the School's general operations, for scholarships, and for other special needs. The chair of this committee shall ensure that major fund raising promotions and campaigns be coordinated with the Board and Vestry prior to their announcement.

ARTICLE IV. PARENTS ASSOCIATION

This Parents Association is composed of parents of the School's students. It assists the School with public relations, organizes volunteer efforts, and assists with fund raising projects and the recruitment of students.

ARTICLE V. FUNDS

The School's funds shall be deposited in accounts and maintained in the name of the School. Accounts shall be opened and maintained in accordance with the directions of the Board. All checks must be dual-signed. The Head, the Assistant Head of School, Rector, Chair of the Board and Treasurer are authorized to sign for the School.

ARTICLE VI. CHAPLAIN

The Chaplain of the School is responsible for the religious education and worship of the School in consultation with the Rector. The Chaplain shall be either the Rector or, at the Rector's option, a person appointed by the Rector and confirmed by the Board.

ARTICLE VII. VESTRY RELATIONS

The Board functions independently from the Vestry for the operation of the School. In matters dealing with the School building, grounds or security, the Board consults with the Junior Warden of the Vestry, as appropriate. As stipulated in Article I, Section 2, of these Bylaws, the Board shall provide the Vestry semi-annually (in the fall and spring of each school year) an overview of the operation of the School. The Chair of the Board and Head shall meet periodically with the Rector and Senior Warden to ensure that issues affecting both Church and School are discussed openly and in a timely manner. Others may be invited by the Chair of the Board, the Head, the Rector and the Senior Warden to join these discussions.

ARTICLE VIII. CONFLICT RESOLUTION

In the event of a protracted dispute involving the School and the Church, a Church/School committee shall be convened in accordance with provisions of this Article to resolve the issue. Members of this committee shall consist of the Rector, Senior Warden, Junior Warden, Chair of the Board, Board Vice Chair, and the Head. It shall be convened and chaired, as necessary, by the Senior Warden.

The Vestry or Board may refer to this committee any issue for equitable resolution. If either the Vestry or the Board is not satisfied with the committee's resolution of the issue, or if, after a period of eight weeks, the committee has not resolved the issue, either the Vestry or Board, by majority vote and on not less than five days notice, may convene a joint meeting of the entire Vestry and the entire Board to address the issue.

The agenda for such joint meeting shall consist of the issue(s) identified in the resolution calling for the joint meeting and such other issues as the Rector, Senior Warden and Chair of the Board may agree. The meeting, to be chaired by the Rector or the Rector's designee, shall provide all members of the Vestry and Board with reasonable opportunity to be heard, and the views of the Rector and members of the Vestry and Board in attendance at the joint meeting shall be noted. The Rector, Vestry and Board shall seek to resolve the issue by consensus at the joint meeting. Such consensus may be achieved by majority vote of the voting members present.

In the extraordinary event the issue is still not resolved to the satisfaction of the Vestry and Board, either the Vestry or the Board as appropriate shall present its position and reasons therefore in writing to the other body. A special meeting of the Vestry shall be called to address the issue. The meeting shall be held not less than five days nor more than thirty days from the date of the joint meeting. The Vestry shall make the final decision on the issue by a majority vote of the Vestry.

ARTICLE IX. AMENDMENTS

These Bylaws and any changes to them shall take effect upon their approval by a majority vote of the Board and the Vestry.

[approvals on following page]

Approved by the Vestry of Grace Episcopal Church on

Approved by the Board of Grace Episcopal School on May 18, 2015.

Grace
Episcopal
School

