

SAINT MARK'S EPISCOPAL SCHOOL BYLAWS

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1. Bylaws Revision and Approval

The Bylaws of Saint Mark's Episcopal School has been revised with the approval and authority as follows:

Revision Date: February 9, 2009

Saint Mark's Episcopal School Board Approval

Catharine Grier Carlson, School Board Chair

February 9, 2009
Approval Date

Saint Mark's Episcopal Church Vestry Approval

Fr. Keith Yamamoto, Priest-In-Charge, President of the Corporation

February 9, 2009
Approval Date

NOTE: ALL COPIES OF THESE BYLAWS SHOULD SHOW THE SIGNATURES OF THE SCHOOL BOARD CHAIR AND THE RECTOR; ANY COPY WHICH DOES NOT SHOW THESE SIGNATURES IS INVALID. THE SIGNED ORIGINAL OF THESE BYLAWS IS LOCATED IN THE PARISH OFFICE. THE ORIGINAL ELECTRONIC VERSION OF THESE BYLAWS IS LOCATED ON THE PARISH ADMINISTRATOR'S COMPUTER.

SAINT MARK'S EPISCOPAL SCHOOL BYLAWS

PREAMBLE

Saint Mark's Episcopal School was founded in 1982 for the purpose of being an excellent elementary school in the Anglican tradition, providing a thorough education in the primary disciplines with enrichment in foreign language and creative arts.

The intent was and is to develop young men and women of character who will grow up to lead responsible and productive lives, and who will make service to others a high priority. The school's revised Mission Statement was adopted in February, 1998:

Grounded in Anglican principles of faith, tradition, and reason, St. Mark's Episcopal School provides a strong K-8 academic program for motivated and able students of diverse races, creeds, and economic backgrounds, utilizing innovative resources to teach the best of traditional curriculum.

We believe that we must seek to:

- ◇ Develop an understanding of the Christian faith with its implications for behavior and responsibility toward others, centered in the Anglican tradition and committed to corporate liturgical worship
- ◇ Create a community bonded by open-heartedness, hope, compassion, and respect for self and others
- ◇ Encourage and value a community devoted to lifelong excellence in learning and service

A well-qualified staff, limited enrollment, carefully-chosen curriculum materials, attention to fostering a community spirit, and above all, a close relationship with the Episcopal Church and its precepts help Saint Mark's to challenge and encourage each child to reach his/her highest potential, intellectually, personally, and spiritually.

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2. Definitions

- 2.1 The Parish: The Parish of Saint Mark's consists of Saint Mark's Episcopal Church, Saint Mark's Episcopal School and Saint Mark's Episcopal Preschool.
- 2.2 The Vestry: The Governing Body of Saint Mark's Parish.
- 2.3 The Rector: The Rector is the chief executive officer of the Parish.
- 2.4 The School Board: The Board of Directors of the Saint Marks' Episcopal School that is charged with the strategic planning, protection, and strengthening of all aspects of the school.
- 2.5 The Head of School: The Head is the chief executive officer of Saint Mark's Episcopal School, responsible for the operations and academic programs of the school.

3. Relationship Between Church And School

- 3.1 Saint Mark's Episcopal School is a vital part of the educational, pastoral, and outreach ministries of Saint Mark's Episcopal Church and shall be operated under the control and Supervision of the Rector, Wardens, and Vestry of Saint Mark's Episcopal Church and the Saint Mark's School Board.
- 3.2 All children enrolled at Saint Mark's shall attend regularly scheduled religious services and classes as an integral part of the school day.

4. Relationship between the School Board and the Vestry

- 4.1 The School Board is directly responsible to the Vestry for the strategic planning and oversight of the total performance of Saint Mark's School. The School Board Finance Committee Chair should expect to be invited to attend and shall report to the monthly Vestry Finance Committee meetings. In addition, the Vestry Schools Liaison will report Vestry concerns to the School Board at the regularly scheduled Board meetings and shall, as a member of the Vestry, report action items and other pertinent information and concerns from the School Board meetings to the Vestry.
- 4.2 The School Board reports to the Vestry, which is the governing board of Saint Mark's Episcopal Church and School. All actions taken by the School Board are subject to the approval of the Vestry.

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5. Duties of the School Board

- 5.1 The Vestry has charged the School Board with the following duties:
- To engage in strategic and long-range planning congruent with the Mission of the School,
 - To insure the financial security of the school by establishing a strategic financial plan and overseeing the development effort,
 - To oversee the budgetary process and approve an annual budget consistent with the strategic financial plan,
 - To support and engage in oversight of the Head of School and to assist the Rector and Vestry in the selection process for the Head,
 - To determine the compensation package for the Head of School,
 - To set policy for the school,
 - To maintain Board record-keeping,
 - To engage in oversight of the School Board performance, assessing progress towards goals and adherence to policies,
 - To establish fundraising policies and to approve fundraising efforts, bylaws, and projects of the Parents' Organization,
 - To grant and confer diplomas (via the Head of School and the faculty),
 - To represent the school to the community, and
 - To review and amend these bylaws as necessary.
- 5.2 The board has no authority to incur liabilities in excess of the budgeted income without Vestry approval.

6. Duties of Board Members

- 6.1 Board members will make an active commitment to the School and the Board to work to enhance the effectiveness of the Board and the longevity of the School. By agreeing to become a member of the School Board, each member agrees to be an active participant in a committee(s) and to attend regularly scheduled meetings.
- 6.2 Board members agree to lend their expertise and knowledge, as appropriate, to benefit the school.
- 6.3 Board members will represent the School Board at school functions.

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7. Composition, Selection, and Removal of Membership

- 7.1 The School Board shall be comprised of not less than nine (9) nor more than fifteen (15) members (not including the standing members of the Board), the exact number to be as from time to time established by vote of the Board and confirmed by vote of the Vestry. There should always be an odd number of voting members including the chair.
- 7.2 Standing members of the Board by virtue of their respective offices are the Rector of the Parish, the Head of School, the Senior Warden, the Vestry Schools Liaison, and the President of the Parents' Organization. All standing members except the Head of School will be voting members of the Board. The Head of School will be a non-voting member of the Board.
- 7.3 At least twenty (20%) percent of the elected membership of the Board shall be active and registered communicants of Saint Mark's Church.
- 7.4 Board Affairs Committee will nominate new board members, choosing from the members of the Parish, from the parents of students in the lower and middle schools, and from the community at large. The Committee will attempt to balance the membership among these three groups. Members will be chosen for their willingness to commit time and energy to the Board's functions, as well as for the expertise and skills that they will bring to the Board to enhance its functioning and performance.
- 7.5 New member(s) nominees to the Board are ratified by the then existing Board and confirmed by a vote of the Vestry.
- 7.6 Members will take and hold office from the date of their election and will continue in office for three (3) years until their respective successors have been elected or until their earlier resignation, removal from office or death.
- 7.7 The terms of office of all members, other than the standing members will be staggered so that approximately one-third will be elected each year.
- 7.8 A member of the Board may be asked to serve for one successive three-year term and may be re-elected for such a successive term by a majority vote; thereafter a member may not be re-elected until after an absence from the Board of not less than one year.
- 7.9 Board members serve without compensation and are not personally liable for the financial indebtedness of the School.
- 7.10 Board members are indemnified by the Parish for board actions taken in good faith. The School Board will maintain board officers and members insurance for their protection. A member may also be removed, by majority vote of the Board, after three unexcused absences from Board meetings. For purposes of this section, unexcused absences do not need to be consecutive.

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7.11 Board members are removed automatically at the end of the term unless asked to serve a second term, through resignation, or by a majority vote of the Board.

8. Meetings, Quorum and Voting

8.1 The School Board shall meet regularly, but not less than five times a year in order to complete the annual agenda.

8.2 The meetings are to be scheduled no later than the first meeting of the academic year

8.3 All members of the Board, except the Head of School, shall be voting members of the Board and shall be entitled to vote on all matters before the Board.

8.4 One half of the voting membership shall constitute a quorum and either the rector or the chair must be present.

8.5 Each board member with voting rights shall be entitled to one vote. Voting rights may not be exercised by proxies or through absentee ballots unless determined by the board for a specific vote.

8.6 A special meeting of the School Board may be called at any time by the Chair, the Rector, the School Board, five members of the Vestry, or upon written request of 25% of the School Board Members with voting rights. Notice of a special meeting shall be given at least 5 days in advance if given by U.S. Mail or at least 24 hours in advance if given by telephone, email, fax or by personal delivery.

8.7 A decision to take action, which may be taken at any general or special meeting of the School Board, may be taken without a meeting if the following two circumstances are met:

A. Notice has been sent to all School Board members by a form of ballot, which sets forth the action to be taken and states the deadline by which it must be returned and counted. This may include written notification, e-mail, or telephone contact to each School Board Member.

B. And, the motion and vote must be recorded in the next regular meeting minutes.

8.8 The School Board will utilize Robert's Rules of Order in order to run its meetings in a fair and effective manner.

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9. Chair and Officers

- 9.1 The School Board shall annually elect a Chair from its membership. The Chair shall have served at least one year as a member the School Board.
- 9.2 Chair responsibilities include the following: preside at the School Board meetings; with the Chair of the School Finance Committee, meet at least monthly with the Head of School; as chair of the executive committee propose the annual School Board Agenda; consult regularly with the President of the Parents Organization; and propose the committee structure that will be appropriate to fulfill that agenda. The Chair may appoint ad hoc committees and task forces as needed.
- 9.3 The School Board shall annually elect a Vice-Chair and a Secretary from its membership.
- 9.4 Responsibilities of the Vice-Chair shall include the following: preside at the School Board meetings in the absence of the Chair, acting for the Chair in other respects in the case of his or her absence, and such other duties as the Chair shall direct.
- 9.5 Responsibilities of the Secretary shall include the following: taking, distributing (after approval by the Chair) and maintaining the minutes of Board meetings and other Board proceedings; sending of all notices as provided in these Bylaws.

10. Committees

- 10.1 In accordance with the annual School Board Agenda, The School Board shall appoint Committees to address specific areas of governance. Standing committees will include the Executive Committee, Board Affairs Committee, Finance Committee, Facilities Committee, Fund Development Committee, and Marketing Committee.
- 10.2 An elected member of the School Board shall chair each standing Committee. Committees may include persons who are not members of the School Board.
- 10.3 The Committees shall recommend policies and/or action for adoption by the School Board.
- 10.4 a) Executive Committee
The Executive Committee shall consist of the officers of the Board and such other Board members as the Chair shall select. It is the Board management unit. The Head of School shall be a non-voting member of the Executive Committee. The Board Chair will serve as the Head of this Committee. It is charged with annually reviewing the strategic plan, determining the annual Board agenda, developing committee structure and function, selecting committee chairs, and with the chairs, determining committee membership, and overseeing committees' progress toward their agreed-upon charges. The Executive Committee shall also be authorized to take action on behalf of the Board when a full Board meeting is not or cannot be scheduled.

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b) The Board Affairs Committee

The Board Affairs Committee will periodically review the strategic plan to ascertain the Board's personnel needs, profile the Board, identify individuals whose characteristics and expertise will fulfill the profile, oversee the member cultivation process. In addition, this committee, with the Chair of the Board, will devise and implement an annual Board Orientation process for new members and will annually evaluate the functioning of the Board. It shall also serve as a nominating committee for the annual Board elections. Nominations for Board membership shall be presented by the Committee to the Board at the Board meeting immediately prior to the meeting at which elections for Board membership shall take place. The Board Affairs Committee shall also consider and make recommendations regarding Board-Vestry relations and regarding Board member education and Board governance. The Head of School shall be a non-voting member of the Board Affairs Committee. The Vestry Schools Liaison shall be a voting member of the Board Affairs Committee.

c) Finance Committee

The Finance Committee is responsible to develop and revise as necessary a strategic financial plan that promotes the overall strategic plan for the School. This committee will work with the Head to develop and propose an annual operations budget. The Chair of the Finance Committee will attend and report at the Vestry Finance Committees. The Chair shall also meet with the Chair of the School Board and the Head of School at least monthly. The Head of School will be a non-voting member of this committee.

The Investment Committee is a subcommittee of the Finance Committee, and may include non-trustee members. The Investment Committee will meet at least quarterly to oversee the school's long-term investment policy and recommend policy updates to the Board and Vestry Finance Committee as needed. This committee will monitor the investment returns of long-term investments and make twice annual reports to the Board about the fund's performance. They will engage and manage any professional advisors, subject to the approval of the Vestry. In addition, the Investment Committee will advise the Board and the Vestry Finance Committee on any draws to be made as allowed in the Investment Policy Statement.

d) Facilities Committee

The School Facilities Committee will work with the Vestry Buildings and Grounds Committee to determine annual maintenance and future facility needs. The Head of School or his/her designee shall be a non-voting member of this committee.

e) Fund Development Committee

The Fund Development Committee will seek funds in addition to the tuition income for the school. This committee will work within a framework consistent with the strategic plan to obtain donations, major gifts, annual giving, and other means of funding. The Head of School or his/her designee shall be a non-voting member of this committee.

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f) Marketing Committee

The Marketing Committee will work closely with the Head of School and the Admissions Committee to develop an effective marketing strategy to meet admissions goals and broaden community awareness. The Head of School or his/her designee shall be a non-voting member of this committee.

11. The Rector

- 11.1 The Rector of Saint Mark's Episcopal Church serves as the Parish's pastor and chief executive officer. The Rector is charged with the oversight of all aspects of the Parish community, including spiritual guidance and well being. The Rector serves the school as a member of the Vestry and the School.
- 11.2 Anyone, lay or ordained, who functions as a chaplain in the school is directly responsible to the Rector in those areas of his/her work.
- 11.3 The Rector and the Head shall coordinate the work of any religion teacher and the development of the religion curriculum.

12. The Head Of School

- 12.1 The Head of School shall understand, appreciate and actively support the Episcopal Church or another national branch of the Anglican Church. The Head commits to participate in the community of Episcopal Schools both locally and nationally. The Head also commits to promoting and fully participating in the corporate worship of the School.
- 12.2 The School Board will engage in a process of Head Search in order to recommend a candidate to the Vestry. The Head shall be appointed by the Rector following a recommendation from the Vestry.
- 12.3 The Head of School is delegated responsibility for the development and oversight of all aspects of the school program, including operations, curriculum, admissions, academic programs, and student discipline. The Head shall advance the strategic plan and the financial strategic plan approved by the Board. He/she shall attend all scheduled Board meetings. He/she or his/her designee shall attend all scheduled parent organization meetings. He/she will provide annual performance evaluations for all school staff and faculty.
- 12.4 The Head shall hire, evaluate, and if necessary, dismiss staff and faculty.
- 12.5 The Head may request time on the School Board or Vestry agenda.

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13 Admissions Policies

- 13.1 The school will adopt and maintain an admission policy.
- 13.2 Tuition assistance is available to families per the tuition assistance policy.

14 Relationship Between The School Board And The Parents' Organization

- 14.1 Parents' Organization (PO) membership consists of every parent (or guardian in the legal absence of a parent) of students at Saint Mark's Episcopal School.
- 14.2 The School Board expects parents of the school's students to actively participate in the Parents' Organization.
- 14.3 The PO Bylaws are established by PO Executive Committee, subject to approval by the School Board and the Vestry. The PO President will ensure that PO activities comply with the PO Bylaws.
- 14.4 The School Board, delegates responsibility to the PO to conduct volunteer activity, fundraising events, and other activities to support the school, and to report concerning the same to the School Board.
- 14.5 The PO President will attend School Board meetings and at each such meeting report to the School Board regarding PO activities and events
- 14.6 All PO funds are subject to the control of the Head of School and the School Board.

15 Amendment of Bylaws

- 15.1 These Bylaws may be amended by two-thirds vote of the School Board, with the ratification of the Vestry of Saint Mark's Episcopal Church.

16 Agreement with National / Diocesan Constitutions / Canons

- 16.1 These Bylaws shall not contain provisions which conflict with the Constitution and Canons of The Episcopal Church or the Constitution and Canons of the Episcopal Church in the Diocese of Los Angeles.
- 16.2 Any conflict, which may arise, shall be resolved in favor of the aforesaid constitutions and canons.

17. Dissolution

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- 17.1 In the unlikely event of the dissolution of the School, after all liabilities and obligations have been discharged, all remaining property and assets of the school shall revert to the Saint Marks Episcopal Church.≠
No individual will profit from the closure of the school.