



**CHRIST
EPISCOPAL
SCHOOL**

109 South Washington Street, Rockville, MD 20850

**BYLAWS OF
CHRIST EPISCOPAL SCHOOL**

MISSION STATEMENT

The Vestry of Prince George’s Parish, Christ Church, Rockville, Maryland (“the Church”), hereafter referred to as the “Vestry,” authorized the establishment of a church-sponsored day school on March 9, 1966, as an institution consistent with the purposes and ideals of the Episcopal Church and with accepted educational policies and tenets in order to provide an excellent education from Preschool through Grade 8 in the Christian tradition.

PREAMBLE

The Day School, known as Christ Episcopal School (“the School”), strives to create a diverse learning community of students, teachers, and parents who recognize the infinite value of every participant as a child of God. The School is an inclusive learning community founded upon the Christian principles of loving God and loving all our neighbors as ourselves. Both the School and Church celebrate the diversity among the School’s students and their families. All children are children of God, and families of every kind can nurture children to be loving and compassionate people. We encourage diversity by welcoming children of every race, religion, ethnicity, gender identity, and socio-economic background to enrich our community. We are committed to developing character, advancing human understanding, promoting academic excellence, and creating kind, confident, and well-rounded individuals prepared to contribute to their community and thrive personally, spiritually, and academically as they live with integrity, compassion, and purpose.

The Vestry, desiring to revise the established guiding principles and provide for the supervision and administration of the School, rescinds all resolutions in effect governing the supervision and administration of Christ Episcopal School and adopts the following Bylaws for Christ Episcopal School which become effective July 1, 2021, to furnish the basic authorization and guidance for the School’s continued existence.

These Bylaws comprise the code of rules adopted for the regulation and governance of the internal affairs of the School and shall serve as the basis for all operations of the School. At all times, the School shall be operated in conformance with the terms of these Bylaws. In the event of any conflict between the Church Bylaws and these Bylaws, the Church Bylaws shall govern. These

Bylaws repeal and supersede any prior bylaws or other policies or guidance regarding the operation of the School, to the extent that they conflict with these Bylaws.

Therefore, the Vestry hereby adopts the following Bylaws:

Article I. PURPOSE AND RELATIONSHIP TO THE CHURCH

Section 1. Statement of Purpose

As a mission of Prince George’s Parish, Christ Church, Christ Episcopal School is a Christian school composed of a Preschool and Kindergarten through Eighth Grade. It seeks to provide a superior program allowing for maximum academic development and optimal creative expression in a culturally diverse community. Christ Episcopal School is to be a professionally sound center for learning about life and how it can be lived abundantly and creatively. Academic excellence, respect, and a passion to serve are to be nurtured to serve as in inspiration for the community. At Christ Episcopal School, every student and parent is a priority, and every interaction is to be rooted in the School’s motto of *inspiring minds to learn, hearts to love, and hands to serve*.

Section 2. Relationship to Christ Episcopal Church

- a. Christ Episcopal School is owned and operated by the Vestry of Prince George’s Parish, Christ Church, Rockville, as a non-profit entity in accordance with the incorporation of the Church.
- b. The School is a continuing expression of the Church mission and maintains an intentionally Anglican Christian environment, admitting students of any race, sex, orientation, color, religion, national or ethnic origin, and socio-economic background subject to the policies, rights, privileges, programs, and activities afforded to all students who attend the School.
- c. In accordance with the Canons for the Government of the Protestant Episcopal Church of the United States of America and the Episcopal Diocese of Washington and the Bylaws of the Church, the Vestry of the Church is legally responsible for the corporate property of the Church and the relation of the Church to the Rector.
- d. Consistent with civil and canon law, and pursuant to the Bylaws of the Church, the School Board of Trustees (“Board”), which is a Standing Committee of the Vestry, has been delegated the authority to manage the day-to-day business and operations of the School.
- e. No part of the net earnings of the School shall inure to the benefit of any member of the Board or its committees, nor to employees of the School nor any other private person.

- f. The School and Christ Church must operate in harmony to ensure that the School implements its quality academic program as a mission of Christ Church.

Article II. BOARD OF TRUSTEES: A STANDING COMMITTEE OF THE VESTRY

Section 1. Composition

- a. The Board of Trustees shall consist of not less than 10 nor more than 15 members. The Board shall include the Rector, the Wardens, the Chair of the Board (who shall be a member in good standing in the Church), the Head of School, the Director of Admissions, and President of the Parents Association.
- b. The remainder of the Board must have a composition of no fewer than five (5) members of the Church who are in good standing, three of whom are appointed by the Rector for one-year renewable terms without limitation.¹ The remaining members may or may not be members of the Church or School community.
- c. Members of the Board not on the Executive Committee or appointed by the Rector shall be elected by the Board for three-year terms and may serve two consecutive terms.
- d. The selection of Board members shall consider background, interest, expertise, character, ability, and determination to be supportive of the School and to respect and support the unique ministry of the Rector and Vestry. The selection of Board members shall further endeavor to consider and reflect the composition and diversity of the School community.
- e. Each member of the Board must be willing to take Diocesan Anti-Racism and Sexual Abuse classes within the first six months of their tenure on the Board and see to it that all staff of the school also fulfill the requirement of taking those standard diocesan courses.
- f. No voting Board member, except the Head of School and Director of Admissions, shall be an employee of the School, or the spouse, parent, or child of an employee of the School. The Governance Committee, through its Subcommittee on Trustees, shall nominate a slate of candidates for vacancies in Board membership not later than the March Board meeting for expiring terms, with a vote on the slate in its entirety to occur at the May meeting, and at the first Board meeting following notification of an unexpected vacancy.
- g. Vacancies: Any vacancy in membership shall be filled by the Board in the case of Elected Members, or by the Rector, in consultation with the Chair of the Board, and ratified by the Vestry in the case of Rector's Appointees. In either case, the member so elected or appointed shall serve the remainder of term for which the person was selected, which term shall not count for purposes of the

¹ These three members may include the Wardens.

number of terms such person can serve as a member of the Board. Should a vacancy occur within three months prior to elections, the position may remain vacant until the election.

- h. Faculty Representation: One member of the faculty, elected by the faculty, shall serve as a non-voting representative to the Board and may attend Board meetings as needed, unless otherwise determined by the Board. The Faculty Representative shall not be counted for purposes of quorum or voting. The Faculty Representative is eligible to serve up to two consecutive terms, each of two years, but must be off the Board for at least one year after a second term. The faculty may also choose to elect an Alternate Faculty Representative to attend Board meetings if the Faculty Representative is absent and to complete the latter's term if the Faculty Representative is unable to do so.
- i. Resignation: A Board member may voluntarily resign his/her seat on the Board in writing to the Chair of the Board. A Board Member shall be deemed to resign from the Board if such Trustee misses three consecutive meetings of the Board without prior excuse from the Chair or a Vice Chair.
- j. Removal: The Board, by a two-thirds vote of the members of the entire voting membership of the Board, may remove any member of the Board (Elected or Appointed, but not Ex-Officio) or any representative to the Board other than the Rector at a regularly scheduled or specially called meeting of the Board. Any such action involving a Rector's Appointee shall require ratification by the Vestry. Any vote to remove a member of the Board, as provided above, may proceed only following a complaint made to the Board Chair—or, if the complaint involves the Board Chair, to the Executive Committee—by a member of the Board concerning another member's failure to act in accordance with these Bylaws. The Executive Committee, or its designees, shall investigate any such complaint in a thorough and timely manner and report its findings to the Board of Trustees in advance of any vote to remove. If the complaint involves a member of the Executive Committee, that member shall recuse him/herself from Executive Committee consideration of the complaint.
- k. For the year 2021, the Board to be elected shall have an evenly split representation of 2- and 3-year terms to ensure continuance of the Board in a proper rotation.

Section 2. Role and Responsibilities

- a. The Board shall have the authority and general responsibility for the operations of the School and the conduct of its day-to-day business and financial affairs. A Board representative shall inform the Vestry on the state of the School at the Vestry's regularly scheduled meetings, and the Annual Budget of the School shall be subject to Vestry ratification by July 1 each year. The Board shall operate the School as specified in these Bylaws.

- b. The Board shall approve an annual budget and tuition model and submit it to the Vestry on or before June 15 for ratification on or before July 1.
- c. During the annual fiscal year, if the Board desires to amend the current budget or tuition model, it may approve it and send it to the Vestry for ratification.
- d. The Board shall oversee financial transactions of the School, including expenditures, revenues, investments, annual audits, and other related processes, as presented by its Finance Committee. The School’s financial performance and budget shall be reported to both the Church and School communities at least twice a year.
- e. A monthly report of School activities shall be sent to the Vestry for its perusal.
- f. The Board shall respond to stated concerns of Rector and/or Vestry.
- g. The Board shall oversee the performance of the Head of School.
- h. The Board shall oversee policies and procedures to carry out the intent of these Bylaws.
- i. The Board shall commit to an annual Short-Range Plan and shall develop a Strategic Long-Range Plans for three and five years out. The Short-Range Plan must be revisited quarterly and the Long-Range Plans bi-annually.
- j. The Board may take any action consistent with applicable Maryland law and these Bylaws as necessary to ensure the proper operation of the School, but in no event shall the Board pursue any legal action or retain external legal counsel absent the prior consent of the Vestry.
- k. In the event of an emergency or other exigent circumstance that prevents the full Board from timely convening either in person or by an online platform, the Executive Committee, the composition of which is the Rector, Head of School, Chair of the Board, and Church Warden, shall be authorized to exercise the powers of the full Board, provided, however, that (1) a meeting of the Board must be called immediately and held within 5 days of the date of the Executive Committee’s action either in-person or online, and (2) the Board must ratify the Executive Committee’s action in order for that action to have continuing effect beyond the adjournment of that Board meeting. The Board, at such Board meeting, or thereafter, may amend, modify, or rescind the action taken by the Executive Committee.

Section 3. Dispute Resolution Coordinating Committee

- a. Members of this Committee shall include the Rector, Head of School, Wardens, and Chair of Board of Trustees, together with such other persons as they may mutually designate either as continuing members or on an ad hoc basis

depending on the subject to be addressed. Membership on this Committee shall coincide with employment and/or term of office.

- b. The Vestry or Board may by resolution refer to the Coordinating Committee any issue for equitable resolution. The Committee shall meet at least monthly until the issue is resolved.
- c. If either the Vestry or the Board is not satisfied with the Coordinating Committee's resolution of the issue, or if after two regularly scheduled meetings, 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.
- d. The agenda shall consist of the issue(s) identified in the resolution calling for the joint meeting and such other issues as the Rector, Wardens, Board Chair, or Head of School may agree upon.
- e. The Chair of the meeting, who shall be the Rector, shall provide all members of the Vestry and Board with reasonable opportunity to be heard, and the views of the Rector and each member of the Vestry and Board in attendance at the joint meeting shall be noted by the Clerk of the Vestry. The Rector, Vestry, and Board shall seek to resolve the issue by unanimous consensus at the joint meeting.
- f. In the extraordinary event the issue is not resolved to the satisfaction of the Vestry and Board, either the Vestry or the Board as appropriate shall present its position and the 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 or more than thirty days from the date of the joint meeting. The final decision on the issue as stated by the Rector shall be made by an affirmative vote of not less than two-thirds of the entire Vestry.

Section 4. Code of Conduct

- a. Trustees are elected—or, in the case of Ex Officio members or Rector's Appointees, appointed—to the School's governing body to serve the School and its constituencies. The Trustees who accept this position are expected to carry out their duties in adherence to the highest ethical and legal principles. Trustees are expected to act with honesty, integrity, and openness, and to exercise the utmost good faith in all transactions touching upon their duties to the School and its property and that of the Church. This statement applies both to Trustees and non-Trustee members of the Board, Permanent and Ad Hoc committees.
- b. Trustees owe a duty of loyalty and an obligation of good faith in their capacity as Trustees of the School and shall act only in its interest. Trustees may influence the policies or operation of the School only through the actions of the

Board or its committees. Trustees may not attempt to obtain any personal, business, or financial advantage, profit, or gain, or other benefit, directly or indirectly, by reason of their Board participation, including class assignment, placement, or financial assistance. Trustees shall not engage in any transactions in which they or any family member will have a direct or indirect financial participation without the transaction undergoing review by the Board to ensure that the transaction provides a fair and competitive value to the School. The Board may choose to request the Vestry to vet the proposed transaction. This provision shall not preclude Trustees from (1) applying for financial aid, or (2) receiving compensation consistent with their employment with the School and/or with Christ Episcopal Church as a member of its faculty, clergy, or staff.

- c. Trustees shall disclose to the Board any real or perceived conflict of interest, which the Board shall consider.
- d. At all times, Trustees shall comply with all federal and state laws, rules, codes, and regulations as well as canonical requirements in fulfilling their duties as Trustees. Trustees shall cooperate fully with relevant public authorities and regulatory bodies as appropriate. Trustees understand that it is the School's policy to foster diversity and adhere to all non-discrimination and anti-retaliation laws.
- e. Trustees shall not engage in lobbying activities on behalf of the Board or as a representative of the School without express authorization from the Board. Trustees shall not participate in any program or activity where the School's role does not appear to be ethically sound.
- f. Trustees understand that some of their volunteer work will involve access to written information, reports, or conversation that are sensitive and considered confidential. Trustees acknowledge their responsibility to respect the confidentiality of any information, any Board conversation or presentation, any mailings, or any other confidential materials and they will act in a professional manner, both to the public, over the phone, or by email or any other form of communication. Trustees are to respect the dignity of every human being.
- g. Trustees further understand that if they are found acting indiscreetly with confidential material or not protecting the privacy of any individual through their actions, they are subject to removal from office. Trustees understand this action to be necessary to maintain the high professional standards of the office and the integrity of the School.

Article III. CHAIR OF THE BOARD

Section 1. Election

The nominee for Chair of the Board of Trustees shall be selected by the Executive Committee. The Chair shall be elected by the Board by 2/3 majority vote of the entire Board at the annual

meeting of the Board of Trustees subject to ratification by the Vestry. The Chair shall, unless otherwise decided by the Board, be a confirmed member in good standing of Christ Church and shall have served at least 12 months on the Board prior to the election. The Chair shall hold office for a term of two years. No Chair shall serve more than two full consecutive terms as Chair unless s/he initially became Chair by filling an unexpired term, which term shall not count for the purposes of the number of terms such person can serve as Chair of the Board. Chair may thereafter be reelected to the same office after a lapse of one year.

Section 2. Responsibilities.

- a. The Chair of the Board shall act as presiding officer of the School Board, propose meeting agendas, and preside at all meetings; also perform other duties usual to the office.
- b. The Chair of the Board should serve ex-officio on the Vestry and have a voice and vote on the Vestry. The Chair, in conjunction with the Head, shall make a semi-annual report to the Vestry on the affairs of the School at a regularly scheduled meeting of the Vestry mid-academic year and following the close of the fiscal year of the School, or at such other Vestry meetings as the Vestry may designate. The Chair also sees that the monthly financial statements and important State of the School reports are presented at the regularly scheduled Vestry meetings.
- c. The Chair shall also supervise the Board, appointing and monitoring the work of Board Committees. The Chair serves ex-officio on all Board Committees.
- d. A Vice-Chair may be elected by the Board to assist the Chair in performing all duties and to preside at meetings when the Chair is absent. This office will be held concurrently with that of Chair. Vice-Chair does not succeed to Chair in case of vacancy. Chair must be elected following above protocol and vice-chair may either stand for election to the Chair if qualified or stand for reelection to the Vice-Chair role, assuming that the Chair has approved a Vice-Chair. The Vice-Chair may serve a maximum of two consecutive terms. Should the Chair elected not be a member in good standing of Christ Episcopal Church, a vice-chair shall be elected who is and who shall therefore serve in the stead of the Chair as an ex-officio member of the vestry during that elected term of office with voice and vote.

Article IV. SECRETARY

Section 1. Election

The Secretary shall be elected by the Board for a two-year term and shall not serve more than two consecutive terms in that office unless s/he initially became Secretary by filling an unexpired term, which term shall not count for purposes of the number of terms such person can serve as Secretary.

Section 2. Responsibilities

- a. The Secretary shall attend all meetings of the Board and record all votes and the minutes of the proceedings and keep a paper and online file of all minutes. All minutes except those portions designated as confidential shall be made accessible to all members of the Board, Vestry, and their constituencies and shall be posted to both the School and Church communities within one week of their approval by the board.
- b. The Secretary shall give, or cause to be given, notice of all meetings, and shall perform such other duties as may be prescribed by the Board or the Chair. Secretary shall attend the Executive Committee to take minutes for that body.

Article V. FINANCE CHAIR

Section 1. Election

The Finance Chair shall be appointed by the Chair of the Board from among its membership.

Section 2. Responsibilities

- a. The Finance Chair shall ensure that the School's management shall be the custodian of all School funds and materials of the School under the guidance of the Finance Committee of the School and with the approval of annual budget and off budget expenses by the Vestry.
- b. The Finance Chair shall ensure that the School's management has resources and processes to keep full and accurate accounts of receipts and disbursements for all monies and of the control of property belonging to the School.
- c. The Finance Chair shall ensure that the School's management has resources and processes to supervise the School's business management functions and individuals executing such functions, including but not limited to financial accounting, long-range financial planning, budgeting, automated and manual record keeping, salary, and benefit administration, and the issues of financial organization, management, and control. The Finance Chair shall, whenever required, make an accounting available of all transactions and of the financial condition of the School.
- d. The Finance Chair shall serve ex-officio on the Executive Committee but shall chair the Finance committees of the Board.
- e. The Finance Chair shall prepare or supervise the preparation of monthly financial reports for the Vestry, bi-annual reports, and ensure insurance, indemnity, and audits are in place.

Article VI. COMMITTEES

Section 1. Permanent Committees

Permanent committees of the Board shall include the Advancement Committee, the Audit Committee, the Executive Committee, the Finance Committee, and the Governance Committee. All such committees shall be referred to as “Board Permanent Committees.”

Section 2. Ad Hoc Committees or Task Forces

The Board may establish other ad hoc committees or task forces from time to time as it deems necessary. All such committees shall be referred to as “Board Ad Hoc Committees” or “Board Task Forces.”

Section 3. Membership

- a. With the exception for the Executive Committee, the Executive Committee and Chair of the relevant Permanent Committee shall appoint members to each of the Board Permanent Committees. Permanent Committee will thereafter elect its new Chair for the term of one year. This Chair may attend Trustee meetings with voice but no vote unless also an elected member of the Board of Trustees.
- b. The Executive Committee will appoint a Chair and members for each Board Ad Hoc Committee or Task Force to serve annually or until a task has been completed. All chairs and members of committees shall be ratified by a majority of the entire voting membership of the Board.
- c. Non-Trustee Membership: Persons who are not members of the Board may be appointed to any Board Permanent Committee, except the Executive Committee, and to any Board Ad Hoc Committee or Board Task Force, although every effort shall be made to have Trustees as a majority of any such entity. The membership of the Executive Committee consists only of Trustees and is specifically defined later in this section. Non-Trustees shall have the right to participate as voting members of Board Committees except the Executive Committee, provided that Trustee membership constitutes a majority in all instances except the Audit Committee. For any formal Board Committee recommendation to the full Board to be proper, there must be a quorum of Trustee members present, and a majority of Trustees present and voting must support the recommendation.

Section 4. Advancement Committee

- a. The Advancement Committee plays an essential role in planning, monitoring, and evaluating ongoing efforts by the Board and School Administration to develop philanthropic revenue in support of annual operations as well as strategic initiatives that stretch across years to ensure the School’s ability to fulfill its mission over time.

- b. Areas of focus include the annual fund, auction and other special events, planned-giving, major gifts, and capital campaigns authorized by the Board and ratified by the Vestry, and the promotion of attentive stewardship as critical to these efforts.
- c. The Advancement Committee shall engage community members in volunteer activities in support of the School and manage effective communications with both internal and external constituencies to advance the School’s mission and well-being.
- d. The Advancement Committee is responsible for reviewing and approving the annual development and communication plans presented by the Administration and reporting the same to the Board of Trustees.

Section 5. Audit Committee

- a. The primary duty of the Audit Committee is to oversee the relationship between the independent auditor and the School by making recommendations regarding the retention and termination of the independent auditor and related fee arrangements on an annual basis, conferring with the independent auditor to be able to conclude whether the financial affairs of the School are in order, and reviewing and determining whether to recommend the acceptance of the annual School portion of the audit as presented by the independent auditor.
- b. The Audit Committee may be a subgroup of, or share members with, the Finance Committee.
- c. On behalf of the Board of Trustees, the Audit Committee shall retain an independent auditor each year.
- d. The Chair of the Board Audit Committee and the Vestry shall establish procedures for substantive consultation between the two entities during the course of the audit and well in advance of its being made final.
- e. The Audit Committee shall report to the Board annually at the next Board meeting immediately following the meeting at which the independent auditor’s report has been presented to the committee. Recognizing the consolidated nature of the final Church audit, the Audit Committee’s report and subsequent Board of Trustees action is subject to review, in turn, by the Vestry, which is charged with adopting the audit following review and discussion.

Section 6. Executive Committee

- a. The Executive Committee, chaired by the Board Chair, shall consist of the Officers of the Board: Chair, Rector, Head of School, Church Warden, and such other Trustees as the Board Chair deems necessary based on the Board’s strategic initiatives. The Finance Chair is an ex officio member of the Executive committee, and the Secretary may be present to take minutes which must be

taken for file. Neither Finance Chair nor Secretary are voting members of the Executive Committee.

- b. The Executive Committee, which organizes the work of the Board, shall serve as the decision-making group empowered to act on behalf of the Board if necessary when a meeting of a quorum of the Board is not possible. It is authorized to take action to implement existing policies and procedures during periods between Board meetings, and to make emergency decisions in circumstances normally requiring full Board approval, if a Board meeting or polling of the full Board membership is manifestly impractical. Within five (5) days of taking any action, the Executive Committee shall report on the action to the Board, which then must ratify emergency actions taken by the Executive Committee (Article II, Section 2).
- c. When a Vice Chair has been elected, the Vice Chair shall serve as a temporary Chair of the Executive Committee to preside over its meetings in the event of the absence of the Chair. In other instances, the Rector and Head of School shall preside over meetings when the Chair is absent.
- d. The Executive Committee shall present a name as a candidate for election as Chair of the Board.

Section 7. Finance Committee

- a. The Finance Committee, which is chaired by the Finance Chair, oversees the financial affairs of the School, including, in consultation with the Chair and Head of School, the development of the annual budget of income and expenses, and the setting of tuition and fees to be recommended, and any proposed amendment of such to the Board for approval and the Vestry for ratification.
- b. The Finance Committee shall present to the Board the proposed tuition and fee schedule for the following academic year by December of any given year. The Board shall review and approve the tuition and fee schedule for submission to the Vestry, which shall review and vote to ratify the schedule at its January meeting.
- c. The Finance Committee shall present to the Board a draft budget for the following academic year by May of any given year. The Board shall review and approve the final budget on or before June 15 of any given year. The Vestry shall review and ratify the final budget by July 1 of any given year. Any material modifications to the budget or other significant unplanned financial commitments shall be submitted to the Vestry for ratification. If the budget is not ratified after two submissions to the Vestry, the budget shall be decided by the Church/School Dispute Resolution procedures.
- d. The Finance Committee reviews the financial performance of the School in relation to projections and develops proposals for the Board regarding future

financial plans. Through its Investment Subcommittee, the Finance Committee oversees the investment of the School’s reserve and endowment funds, a process that includes developing, updating, and implementing the School investment policy and managing any external fund managers or advisers. This Investment Subcommittee may choose to coordinate its efforts with the Investment Subcommittee of the Church to leverage the knowledge and experience of both subcommittees.

- e. The Finance Committee monitors all financial matters and transactions of the School, advising and generally keeping the Board informed regarding the handling of all fiscal accounts, funds, and securities of the School. Monthly reports of income and expenses as well as budget summaries shall be delivered to the Board for its approval and sent to the Vestry for its reference.
- f. The Head of School and Finance Chair shall be responsible for overseeing the deposit of such funds in banks, trust companies, and other depositories as authorized by the Board.
- g. The Finance Committee will maintain an acceptable finance procedure in keeping with these Bylaws and as approved by the Board.
- h. The Finance Committee shall also have a Property and Grounds Risk Management subcommittee to oversee plant operations and risk management of the School. This committee will intersect with the Junior Warden and Property Committee of the Church in joint areas of concern.
- i. Fiscal Year: For the purposes of financial planning and management, the School’s fiscal year shall begin on July 1 of each year and conclude on June 30 of the following year.

Section 8. Governance Committee

- a. The Governance Committee is responsible for promoting effective governance and compliance with best practices on the part of the Board of Trustees. The Governance Committee shall fulfill its responsibilities through its guardianship of these Bylaws and related documents and its activities designed to identify, cultivate, educate, and evaluate Trustees.
- b. The Governance Committee shall maintain, revise, and monitor compliance with these Bylaws. Activities include the evaluation and recommendation to the Board of any changes to these Bylaws and such other policies, documents, or long-range issues that promote effective governance and compliance with best practices as the Chair or the Board may from time to time determine.
- c. Through its Subcommittee on Trustees, and as provided for in these Bylaws, the Governance Committee identifies and cultivates potential Trustee candidates, nominates candidates for vacancies in Board membership and candidates to serve as Officers of the Board, provides Board leadership

succession planning, oversees a process of periodic self-evaluation by the Board, provides leadership development and training of current and future Trustees, and orients new Trustees to their roles.

- d. Given its significant role in promoting and assessing the effectiveness of the work of the Board, the Governance Committee or its designees are responsible for preparing and administering both the periodic Board of Trustees self-evaluation and the annual Head of School evaluation for communication to the full Board via the Executive Committee.
- e. The Governance Committee shall also be responsible for working with the School on any accreditation or self-study issues necessary to that accreditation. It shall see that the school maintain its relationship to the National Association of Episcopal Schools, its accrediting agency, the Diocese of Washington, the Church, and the community.

Article VII. MEETINGS

Section 1. Regular Meetings

Except as otherwise resolved by the Board, the Board shall meet either in person or virtually on a monthly basis from September through June. Notice shall be provided to all Trustees, whether voting or non-voting, reasonably in advance of each meeting, which notice shall include the meeting agenda and the date, time, and place or manner of the meeting. A quorum for the transaction of business shall consist of a simple majority of the current voting Trustees.

The Board Chair shall convene least seven (7) announced regular meetings of the Board throughout the year. The annual retreat and annual meeting shall each count as a regular meeting.

Meetings shall be open to members of the School and Church communities, except when the Board determines that it is in the interest of the School to have all or part of a meeting closed and states the reason for that determination.

Section 2. Special Meetings

The Chair of the Board or the Executive Committee by a majority vote may call a special meeting of the Board, provided a notice of any such special meeting be given to all Board members at least two days in advance of the meeting, if possible, specifying the purpose, date, time, and place or manner of the meeting. Special meetings may be held in person or virtually.

Special meetings shall be open to members of the School and Church communities, except when the Board determines that it is in the interest of the School to have all or part of a meeting closed and states the reason for that determination.

Section 3. Parliamentary Authority

All meetings of the Board shall be governed by *Robert's Rules of Order* when not inconsistent with applicable Maryland law, these Bylaws, or the internal rules adopted by the Board of Trustees.

Section 4. Voting

Voting by members of the Board shall be only by personal vote cast or by voice vote cast in person or during a virtual meeting. All Board actions shall take place at a regular or special meeting of the Board, duly called as provided above. The Board may also act by the consent of the Trustees when polled by electronic means and given a specified time in which to reply. Such votes will be written in the minutes of any upcoming regularly scheduled meeting. Proxy voting shall not be permitted either in person or electronically.

Article VIII. HEAD OF SCHOOL

Section 1. Governance of the School by the Board

The Board, to the extent practicable, shall delegate the management of the day-to-day operations of the School to the Head of School, who shall solely account to and be under the jurisdiction of the Board and shall administer the School in accordance with these Bylaws and all other policies of the Board. Such delegation shall in no way be in derogation of the authority and general responsibility of the Board for the operations of the School. The Head of School shall advise the Chair of the Board and the Board, on a timely basis, of all material matters incident to the operation and administration of the School.

Section 2. Initial Appointment

In the event there is a need to hire a new Head of School, a Search Committee shall be convened by the Board Chair in consultation with the Executive Committee. The Search Committee shall include the Rector and/or his/her designee and other persons as the Board shall designate. The Search Committee shall recommend to the Board a candidate or candidates from either internal or external sources. The Board shall appoint a candidate as the Head of School, subject to ratification by a majority vote of the Vestry.

Section 3. Employment Contract

The Board shall enter into an annually negotiated Letter of Agreement (LOA) with the Head of School stating the responsibilities, terms, conditions, and benefits of the position. The LOA shall be in a form mutually agreeable to the Head of School and to the Board or its designee(s), and in accordance with any Board-approved compensation policies of the School, and subject to the approval of the Executive Committee and the Vestry. In the event of termination prior to the expiration of an LOA, the liability of the school shall not exceed one month compensation (salary and benefits) for every year of the Head of School's employment in that position at Christ Episcopal School.

Section 4. Contract Renewal

Once the Head of School has been initially hired, the decision whether to renew the Head of School's employment and LOA shall be made by the Board with prior notice to the Rector and Vestry. The renewed LOA shall reflect a form mutually agreeable to the Head of School and to any committee established for this purpose at the discretion of the Board Chair and to which the Board delegates this activity. This subsequent LOA is subject to the approval of the Executive Committee. Following due consideration of an outline of the terms of the full agreement approved by the Executive Committee, the Board shall vote to approve the renewal of the Head of School's employment and the Vestry shall ratify that vote.

Section 5. Administrative Duties

- a. The Head of School is the chief administrative and educational official of the School and has full authority, subject to the general supervision of the Rector, the Chair and the Board, over the conduct and operation of the School.
- b. The Head of School shall be the manager and supervisor of the faculty and other school employees and shall have authority to employ, assign, compensate, and discharge faculty and other employees of the school, subject to these Bylaws, policies, and the budget approved by the Board and ratified by the Vestry.
- c. The Head of School shall be responsible for administering standards for the curriculum, and for final determinations regarding student admission, advancement, discipline, expulsion, graduation and placement of all students, and for the day-to-day administration of the School.
- d. At least once a year, the Head of the School shall make a written report to the Board on the state of the School with such recommendations as deemed appropriate.

Section 6. Financial Duties

- a. The Head of School manages day-to-day financial operations of the school within the approved financial procedures.
- b. The Head of School assists the Finance Committee in preparation of a proposed operating budget and assists the Finance Committee in presenting the budget to the Board and Vestry for approval.
- c. Along with his/her designee, the Head of School shall be co-signatory over school funds subject to the general oversight of the Chair of the Finance Committee.

Section 7. Evaluation

Not less than annually, the Governance Committee or its designees shall evaluate the Head of School's performance, work with the Head of School in establishing goals for the subsequent year and present a final report to the Board thereafter. The procedures for the annual evaluation of the

Head of School and for reporting to the full Board on that evaluation shall be established by the Governance Committee.

Section 8. Termination

If it should become necessary or desirable to remove the Head of School, such removal should take place pursuant to a process of joint participation and concurrence by the Rector, Vestry, and Board. Absent consensus, the Head of School may be removed by a two-thirds vote of the entire voting membership of the Board, subject to ratification by the Rector, Wardens, and Vestry, or otherwise pursuant to the procedures governing Church / School Dispute Resolution.

Article IX. PROPERTY

Section 1. Management by the School of Real and Personal Property

Title to all real and personal property of the Church is vested in the Vestry. In accordance with Article I, Section 2, the Vestry has delegated to the Board the authority to use and manage all tangible personal property required for the day-to-day operation of the School. Cash and instruments shall be accounted for separately from Church funds and shall not be available for any purpose without the approval of the Board. The use of all real and personal property shall reflect the needs of the School to operate in an orderly, safe, and effective environment; the congregational life of the Church; and the commitment the Church made in 2021 to allow the School to continue as a mission of the Church.

Section 2. Separate Property of the School

The separate property of the School shall consist of all tuition payments, contributions, or gifts made to the School, and all physical property purchased with School funds for the sole benefit of the School. No disbursement or transfer of the separate property of the School may be made other than in conformance with these Bylaws or as specifically authorized by the Finance Committee of the Board.

Section 3. Shared Property of the Church

The shared property of the Church, for purposes of establishing cost-sharing formulas, shall consist of the buildings and grounds of the Church. The Rector shall clearly establish those parts of the buildings and grounds of the Church that are to be used primarily by the School and those parts that are to be used primarily by the Church as well as those areas which will be shared. Use of all spaces is subject to the Rector's designation of times when spaces may be used by other than the primary users. Where a space is rented to a community organization or other third party not affiliated with the School or Church, any resulting revenue shall accrue to the party that primarily uses that space. Revenue arising from the rental of shared property shall accrue to the Church.

Section 4. Cost-Sharing between the School and Church

Any cost of operating the shared property of the Church—including but not limited to mortgage and other debt service, maintenance, utilities, insurance, supplies, and salaries—shall be allocated

between the School and Church pursuant to specific cost-sharing formulas, which shall be supported by explanations of the basis for such cost-sharing. These cost-sharing formulas shall be reviewed on an annual basis by the Coordinating Committee and/or its designee(s), with notice to the appropriate Board and Vestry finance committees.

Article X. INDEMNIFICATION

Section 1. In General

Unless otherwise prohibited by law, the Vestry shall indemnify any member of the Board of Trustees and any former member of the Board of Trustees (i) against expenses, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her, (ii) in connection with any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative, (iii) to which he or she may be or is made a party by reason of actions or omissions arising from the scope of his or her delegated authority while serving as a member of the Board of Trustees. Amounts paid in indemnification may include, but shall not be limited to, attorneys' fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such member or former member.

The Vestry may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of any member or former member; provided, however, that such member or former member shall undertake to repay or to reimburse such expense if it should be ultimately determined that s/he is not entitled to indemnification under this provision. The terms of this provision shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

Section 2. Limitation

There shall be no indemnification in relation to matters as to which he or she shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Vestry for damages arising out of his or her own negligence or misconduct in the performance of a duty to the Vestry.

Section 3. Other Rights

The indemnification provided under these Bylaws shall not be deemed exclusive of any other rights that a member or former member of the Board of Trustees, may enjoy under any statute, insurance policy or other agreement, vote of the Vestry, or other legal instrument. Nor shall these Bylaws limit the authority of the Vestry to make any indemnification permitted by law.

In no case, however, shall the Vestry indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code Of 1986, as now in effect or as may hereafter be amended ("the Code"). Further, if at any time the Vestry is deemed to be a private foundation within the meaning of § 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in §§ 4941(d) or 4945(d), respectively, of the Code. If any

part of this provision shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

Article XI. AMENDMENT

These Bylaws may be amended by the Board only at its annual meeting by vote of a majority of the entire Board then serving, provided that the notice of the meeting shall specify the language or general tenor of the amendment(s) proposed to be adopted.

No amendment of these Bylaws is effective until approved by the Vestry of Christ Church.

Approval:

_____	_____	_____	_____
Rector	Date	Senior Warden	Date
_____	_____	_____	_____
Chair, Board of Trustees	Date	Head of School	Date

Approval:

3/10/1998	FINAL APPROVED BY BOARD AND VESTRY
7/20/2000	REVISED
4/17/2002	REVISED
6/16/2011	FINAL APPROVED BY BOARD
10/14/2014	FINAL APPROVED BY BOARD
1/28/2015	FINAL APPROVED BY VESTRY
TBA	Final Approved by Board
TBA	Final Ratified by the Vestry