

**Bylaws of the St. Clement's School  
at the Parish of St. Clement  
Honolulu, Hawaii**

**Article I  
NAME**

The name of the organization shall be the St. Clement's School (hereinafter referred to as the "**School**").

**Article II  
MISSION**

The mission of St. Clement's School is to provide children with a high-quality preschool and kindergarten experience that will help them successfully transition from toddler to student. The goal of the School is to help children develop a solid foundation to build their emotional, social, intellectual, physical, and spiritual growth. The School is firmly rooted in the Christian faith, as interpreted by the Episcopal Church, and welcomes and respects children of all religious, ethnic, and economic backgrounds.

**Article III  
AUTHORITY**

The School is established by and under the authority of the Vestry of The Parish of St. Clement, which is comprised of St. Clement's Church and St. Clement's School. The Board of Directors of the School is under the direct authority of the Vestry of The Parish of St. Clement.

**Article IV  
BOARD OF DIRECTORS**

The School Board shall consist of the following:

- The Rector of the Parish as an *ex officio* voting member,
- The Treasurer of the Church,
- Two Vestry representatives,
- Two non-vestry church members,
- Three school parents (either present or former),
- Two community representatives, who will be nonmembers of the Church, and
- The Head of School as an *ex officio* non-voting member.

If a vacancy on the Board arises for one of the above categories and the Board cannot identify a replacement from that category, it may, at its discretion, fill that vacancy temporarily with an individual of a different category from the list for the remainder of the term of that seat on the Board.

The Board shall not exceed 11 voting members.

Board members shall serve without pay.

Board members (excluding the Rector, Head of School, Vestry Representative, and Treasurer who serve according to their terms of employment and appointment) shall serve two-year terms, with a maximum of three consecutive terms. Terms will be staggered.

Vacancies shall be filled by the Board with recommendations from the Rector for church representatives, and the Head of School, or School Board Chair for school and community representatives. Interim members shall fill unexpired terms until their interim terms expire.

Board members with more than three unexcused absences during the fiscal year of the Board may be dismissed from the Board. It is a requirement of each Board member to contact the chair prior to a Board meeting by e-mail to give a reason for each absence.

Any individual Board member may be removed from office with or without cause by a vote of two-thirds (2/3) of the Board then holding office. If any Board member or members are so removed, a new member or members recommended by the Rector, Head of School, or the Chair, may be elected at the same meeting.

## **Article V GOVERNANCE**

The Board shall:

- Delegate and hold responsible the Head of School to maintain current and valid applicable licensing and accreditations.
- Maintain the Vision and Mission of the Church.
- Ensure a high professional standard for the School's faculty, staff, and curriculum.
- Submit an annual budget to the Vestry for final approval. An audit of the School budget shall be done in conjunction with the Church budget's audit.
- Promote a sound relationship with the Church, and encourage and facilitate increased interaction between the School and Church.  
Promote an admissions policy of the School that actively recruits applicants from disadvantaged backgrounds.

*Robert's Rules of Order, Newly Revised* shall be the parliamentary guide for all matters not covered in these Bylaws, but may be rescinded by a majority vote of the Board on any given occasion.

## **Article VI OFFICERS**

Officers of the Board shall consist of a Chair, Vice-Chair, Clerk, and Treasurer. The Treasurer of the Parish shall serve as Treasurer of the Board. Prior to the first Board meeting, the Vestry will appoint the School Board Chair with recommendations from the Pastor and Head of School. All other officers except the Treasurer will be elected by the Board at its first meeting after Board elections, or when vacancies arise.

Officers shall serve a term of two years and no more than three consecutive terms.

The Chair shall preside at all Board meetings and appoint committee members and perform other duties associated with the office.

The Vice-Chair shall assume the duties of the Chair in case of the Chair's absence. The Vice-Chair shall be elected by the Board at its first meeting of the fiscal year, or when a vacancy arises.

The Clerk shall be responsible for the minutes of the Board, and record all approved minutes in a minute book. The Clerk shall: draft copies of minutes of Board meetings and send them to all Board members for review before the minutes are finalized; shall see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law or by the Chair; and in general perform all duties related to the office of Clerk and such other duties as from time to time may be assigned to him or her by the Board. The Clerk shall be elected by the Board from among its members.

The Treasurer shall keep records of the School budget, and shall review and monitor monthly financial reports as directed by the Board and Vestry. The Head of School and the School bookkeeper shall provide financial records of the School as requested by the Treasurer. The Treasurer of the Vestry shall be the Treasurer of the Board.

## **Article VII COMMITTEES**

All committees serve at the pleasure of the Board and are comprised of Board members. Additional Board and non-Board members may be asked to participate on a temporary and as-needed basis. The following committees are standing committees that are expected to be fully functional each year. Additional *ad hoc* committees may be formed by the Board on an as-needed basis. The Executive Committee makes all committee appointments.

- **Budget and Finance Committee.** Comprised of the Treasurer, Board Chair, and two Board members. The Rector and Head of School are *ex officio*. The responsibilities of the committee are to:
  1. Provide direction for the entire Board and School relating to fiscal responsibility.
  2. Regularly review the School's revenues and expenditures, balance sheet, and other matters related to the School's financial condition.
  3. Develop and recommend an annual budget to be sent to the Board and Vestry for approval.
  
- **Church-School Relations Committee.** Comprised of a Vestry member, a Church member, two parents, one faculty member, and one Board member. It shall be the duty of the Church-School Relations Committee to:
  1. Promote on-going and regular communications between Church and School.
  2. Encourage and nurture positive activities and interactions between the School and Church communities.
  
- **Executive Committee.** Comprised of the officers of the Board and the Rector. It shall be the duty of the Executive Committee to oversee the business of the Head of School and to maintain direct communications with the Head of School.
  
- **Head of School Review Committee.** Comprised of the Rector and four members of the Board. It shall be the duty of the Head of School Review Committee to:
  1. Provide support to the Head of School review process by developing and implementing relevant tools – including but not limited to evaluation criteria – for the performance evaluation of a Head of School.
  2. Encourage and support a timely, fair, and objective evaluation process.
  3. Prepare a written report of commendations and recommendations, and submit it to the Vestry and Board at the completion of the Head of School's evaluation.

## **Article VIII MEETINGS**

The Board shall meet regularly each month except December and July. The time and day of the meeting will be determined by the Board immediately following the election of new Board members, and recorded in the minutes of the first meeting of each fiscal year.

Special meetings may be held at any time when called for by (a) the Chair, (b) a majority of the Board, or (c) the Rector.

Notice of the time and place of regular meetings shall be communicated by the Clerk to each Board member at least five days prior to the date of such meeting. The notice shall state the time and place and shall be directed to each Board member at his or her residence or usual place of business by mail (which may

include electronic mail) or facsimile or personally delivered. Special meetings shall be called on not less than two days prior notice with the same notification requirements stated above, except that such notice shall specify the purpose thereof (which may include simply a designation that the purpose is confidential).

**Article IX  
VOTING**

A majority of Board members shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. "Present" shall be defined as present in person or by other reasonable means of electronic conferencing, audio and/or visual, the latter means of participation shall be in accordance with policy to be promulgated by the then-existing Board. The means of communication used for a meeting shall permit all Directors participating to simultaneously speak to and hear each other during the meeting.

In the absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.

Passage of a motion requires a simple majority of the quorum.

**Article X  
FISCAL YEAR**

The Fiscal Year of the Board shall be from July 1 to June 30.

**Article XI  
CONFLICT OF INTEREST**

Board members shall exercise the utmost good faith in all matters relating to their performance of duties on behalf of the School and/or the Parish. In their dealings with and on behalf of the School and/or the Parish, they are held to a strict rule of honest and fair dealing between and among themselves and the School and/or Parish. They shall not use their positions or knowledge gained therefrom for their personal benefits and to the detriment of the School and/or Parish.

Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before or to be considered by the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily recuse himself/herself and will refrain from discussing said matter.

**Article XII  
Head of School**

The Head of School manages the operations of the School, including the hiring and firing of the School's faculty and staff. The Board shall establish a schedule of compensation for all School faculty and staff based on the recommendations of the Finance Committee.

The Head of School shall work with the Budget and Finance Committee to submit to the Board for review and approval in June, a planning and operating budget for the upcoming year. The Board shall submit the budget to the Vestry for review and approval.

The Head of School shall review and update, from time to time, the curriculum, program, and Policies and Procedures Manual. Any changes to the existing format shall be submitted by e-mail to the Board for review in July.

The Rector shall establish the terms and conditions of employment for the Head of School.

The Board shall determine the Head of School's benefits package and compensation range, with the current school year's salary at the bottom of the range, and both will be incorporated into the Head of School contract. The contract shall be presented to the Head of School by February 15.

Following the conclusion of the School year, the Rector shall utilize the evaluation criteria to complete an annual performance evaluation of the Head of School and the Head of School Review Committee shall complete its written report of commendations and recommendations to be submitted to the Vestry and the Board by June 15. The Rector shall determine the Head of School's annual salary commensurate with the evaluation, and in consideration of the Head of School Review committee's written report, by June 30. The Head of School's annual salary shall be within the range set forth in the contract and shall be effective as of July 1.

In the event a dismissal of the current Head of School is sought, or the Head of School gives notice of resignation, the Board will be responsible for taking prompt action to appoint a search committee to initiate a search and recommend to the Board one or more candidates for the Rector to consider as the new Head of School.

### **Article XIII AMENDMENTS**

These Bylaws may be amended by a two-thirds vote of the Board members present at any meeting called for the purpose of considering an amendment of the Bylaws, provided a quorum is present; all amendments are subject to the final approval of the Vestry. They will be available upon request in the Parish office.

### **Article XIV PURPOSE**

These Bylaws are intended to provide an organizational and institutional framework for the School. For information on the policies and procedures, goals and philosophies of the School, refer to the current Policies and Procedures Manual, which is available in the Parish and School offices.

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