

*[Draft for Public Review - 10-24-18]*

**Bylaws and Constitution for the Governance  
of Saint John Orthodox Christian School  
a Ministry of Saint John Orthodox Cathedral**

**Preamble**

Saint John's Orthodox Christian School (hereafter referred to as "the School") is one of the primary evangelical and educational ministries of Saint John Orthodox Cathedral (hereafter referred to as "the Cathedral"). These bylaws are created in an effort to provide clear governance and order for the School so that it can remain a stable part of the Cathedral. It shall remain a ministry of the Cathedral, under its ultimate oversight as represented by the pastor and the parish council, but will also have freedom of action and independence ensuring its stability and long term continuance. As detailed below, the mechanism of oversight that the Cathedral maintains over the School is input on the composition of its Board. As a ministry of the Cathedral the School is governed ultimately by the Cathedral constitution.

**School Mission Statement**

The mission of Saint John's Orthodox Christian School is to provide an excellent academic education for grades Preschool through Middle School, within the safe, nurturing Christian environment of the Saint John Cathedral community.

**ARTICLE I  
Board of Trustees**

Section 1: General Powers.

The affairs of the School shall be managed by its Board of Trustees. The Board of Trustees primary duties include the hiring and evaluation of the Head of School, setting compensation for the Head of School, the setting of general institutional policies, strategic planning, fund-raising, and assessment of the school's effectiveness in manifesting the mission of the School.

Section 2: Number, Tenure, and Qualifications.

The Board of Trustees shall consist of no less than seven (7) and no more than eleven (11) voting members. The aim is for half the Board to be voting members of the Cathedral. The pastor of the Cathedral appoints one (1) representative who is a full voting member of the Board. For the other positions on the Board it is the duty of the Board to recommend nominees from a pool of parents, past parents, grandparents, alumni, patrons, and Cathedral members by criteria defined by the Board. Criteria shall include that the nominee be 25 years old, of good reputation, not openly and egregiously in conflict with basic, Orthodox Christian, moral practices and doctrines, willing to do the work required by the Board, and willing and able to hold in trust the mission of the School. Board members shall submit a background check as part of their membership application. Final appointment of the nominees requires the approval of the pastor and parish council of the Cathedral after introducing themselves in person at a meeting of the parish council.

The Head of the School shall also be a voting, ex-officio member, whose term shall be renewable each year until terminated by action of the Board or by resignation. No other full-time employee of the School may be a voting member on the Board due to the inherent conflict of interest. The Head may not vote on matters of his/her own salary.

The teachers of the School shall appoint one (1) non-voting member to be present at board meetings to represent their interests and insights.

If at some point the total number of Board members falls below the minimum seven (7), individual Board members may nominate potential Board members for approval by the Cathedral pastor without an act of the Board. Until the total number of members has reached the minimum seven (7), the Board may take no action as a body.

All newly appointed Board members shall serve for a term of three (3) years beginning on July 1. Following the first term of service, trustees may be appointed to serve a second three (3) year term. No trustee may be appointed to a term beyond the second term without first having been off the board for at least one year. The Board shall be divided into staggered classes with initial terms lasting 3,4, and 5 years so that the terms of only approximately one-third of the voting trustees shall expire each year. In the event that a voting trustee does not complete his or her term on the Board, a new trustee may be appointed as above to fill out the unexpired term and then that trustee is eligible to be nominated for one or more full terms.

#### Section : Meeting

The goal is for board meetings to be held monthly, with at least 10 such meetings held each year.

#### Section 4: Special Meetings

Special meetings of the Board of Trustees may be called by or at the request of the Head of School or any two (2) voting members of the Board. The person or persons calling such meeting may fix any place as the place for holding any special meeting of the Board called by them.

#### Section 5: Notice

Notice of any special meeting of the Board of Trustees shall be given at least seven (7) days previously by written notice delivered personally or sent by mail or emailed to each member of the Board at contact information listed with the Board.

#### Section 6: Quorum

A majority of the voting members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if a quorum shall not be present at such meeting, a majority of the voting members of the Board present may adjourn the meeting without further notice until a quorum shall be present.

#### Section 7: Manner of Action

The act of a majority of the voting members of the Board present at a meeting at which a quorum is present shall be the act of the Board of Trustees, except where otherwise provided by law or by these by-laws.

#### Section 8: Removal

Any member of the Board who has violated the code of conduct established by the Board may be removed by a majority-plus-one vote of the Board, with the member being voted upon abstaining from the vote. Any member of the Board may also be removed by the pastor of the Cathedral with the consent the parish council if that member fails to meet the criteria described in Article I, Section 2 above.

#### Section 9: Vacancies

The Board may fill any vacancy occurring in the Board through the same process as their original appointment as detailed above.

#### Section 10: Compensation

Members of the Board as such shall not receive any salaries for their services except Head of School.

#### Section 11: Conflict of Interest Policy

The Board of Trustees affirms that the trustees, officers, administrators, faculty and other employees of the School have an obligation to exercise their authority and to carry out the duties of their respective positions for the sole benefit of the School. They should avoid placing themselves in positions in which their personal interests are, or may be, in conflict with the interests of the School. Where a potential conflict of interest exists, it shall be the responsibility of the person involved or any other person with knowledge to notify the Board of Trustees of the circumstances resulting in the potential conflict so that the Board of Trustees can provide such guidance and take such action as it shall deem appropriate. Areas of potential conflict of interest are financial interest, discipline of students who are relatives, inside-information disclosure, conflicting interests other than financial, and receiving gifts and favors.

#### Section 12

Board members will have no personal liability for their actions on the Board as far as allowed by law.

## **ARTICLE II**

### **Officers**

#### Section 1: Officers

The officers shall be a Chair of the Board, a Vice Chair, a Head of School, a Treasurer, a Secretary, and such number of assistant treasurers, assistant secretaries, and other officers as may be elected or appointed by the Board of Trustees. Any two or more offices may be held by the same person, except the office of Chair or Head and any other office.

#### Section 2: Election and Term of Office

The officers shall be elected annually by the Board of Trustees through a majority vote. The office of Chair is unique in that it requires a vote of majority-plus-one. If no candidate for Chair receives the necessary votes, the pastor with the parish council shall decide between

candidates. Vacancies may be filled or new offices created and filled at any meeting of the Board of Trustees according to the procedures given in Article I. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.

### Section 3 Removal

Any officer or agent elected or appointed by the Board of Trustees may be removed by a majority-plus-one vote by the Board.

### Section 4: Chair of the Board, Vice Chair

The Chair of the Board shall be the chief officer of the School and shall preside at all meetings of the Board of Trustees. He or she also shall fill the requirements of being "President of subsidiary organization" as required in the Cathedral constitution. He or she may sign, with the Head of School, or Secretary, or any other proper officer authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be otherwise expressly delegated by the Board from time to time. The Vice Chair must preside at meetings of the Board in the absence of the Chair.

### Section 5: Head of School

The Head of School shall be the chief administrative officer of the School and shall in general supervise and control all of the operational and educational affairs of the School, including recruiting and supervision of teachers, hiring, school curriculum, student admission standards, general supervision of students, financial matters, building and grounds, liaison with the parent body, and such other duties as may be prescribed by the Board of Trustees from time to time. The Head of School is a permanent voting member of the board.

### Section 6: Treasurer

The Treasurer shall have charge of and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the School from any source whatsoever, and deposit all moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the Chair or by the Board of Trustees. Also the Treasurer is responsible for arranging yearly financial reports. These roles can be delegated to the staff of the school, but the Treasurer assumes responsibility of oversight and responsibility for the School's use of standard accounting best practices.

### Section 7: Secretary

The Secretary shall keep the minutes of the meetings of the members of the Board of Trustees; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law. The Secretary shall also provide reminders of meeting to Board members, and in general perform all duties incident to the office of Secretary and such duties as from time to time may be assigned to him or her by the Chair or by the Board of Trustees.

### **ARTICLE III Committees**

#### Section 1: Committees of Members of the Board of Trustees

The Board of Trustees may designate one or more committees. Each committee shall consist of two or more voting members of the Board of Trustees (plus any non-board members as the Board sees fit to appoint). The committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Trustees in the management of the School; but such designation and delegation of authority shall not operate to relieve the Board of Trustees of responsibility for the management of the school.

#### Section 2: Terms of Office of Committee Members

Each member of a committee shall continue to serve until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

#### Section 3: Chair

Except as otherwise provided herein, two members of each committee shall be appointed by the Chair of the Board as, respectively, Chair and Vice Chair of such committee. One must be a Board member.

#### Section 4: Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

#### Section 5: Quorum

Unless otherwise provided herein or in the resolution of the Board of Trustees designating a Committee, a majority of the members of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

#### Section 6: Rules

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Trustees. Adopted rules must be consistent with the code of conduct.

### **ARTICLE IV Contracts, Checks, Deposits, and Funds**

#### Section 1: Contracts

The Board of Trustees may authorize any officer or officers, agent or agents of the School, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the School and such authority may be general or confined to specific instances.

## Section 2 Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the School, shall be signed by such officer or officers, agent or agents of the School and in such manner as shall be determined by resolution of the Board of Trustees. In the absence of any such determination by the Board of Trustees, such instruments shall be signed by the Treasurer or an assistant treasurer and co-signed by the Head of School.

## **ARTICLE V** **Books and Records**

The Secretary of the Board shall keep correct and complete records and shall also keep minutes of the proceedings of the Board of Trustees and committees having any of the authority of the Board of Trustees.

## **ARTICLE VI** **Fiscal Year**

The fiscal year of the corporation shall begin on the 1st day of July and end on the last day of June in each year.

## **ARTICLE VII** **Amendments to By-laws**

These by-laws may be altered or amended by a majority of the voting members of the Board if a vote is taken on two (2) different Board meetings at least 1 month apart and the change is subsequently approved by the pastor and parish council of the Cathedral.

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The Voting Membership of St John Orthodox Cathedral, the Parish Council, and the Pastor, by approving this constitution and by-laws acknowledge and approve such activities that pertain to Article VIII, Section 3 of the Cathedral constitution, which states: "The accumulated funds of any of the aforesaid groups are to be placed at the disposal of the Pastor with the Parish Council at any time when they shall deem it necessary to have such money for the welfare of the Cathedral."