

**THE BYLAWS  
OF  
THE EPISCOPAL DAY SCHOOL ASSOCIATION**

**ARTICLE I  
NAME**

The name of this organization shall be The Episcopal Day School Association, hereinafter sometimes referred to as the Association chartered by the Episcopal Day School Board of Trustees.

**ARTICLE II  
PURPOSE AND GOALS**

**Section 1. Purpose**

The purpose of the Episcopal Day School (EDS) Association shall be to maintain an organization of persons interested in the physical, mental, and spiritual welfare of the children in attendance at EDS.

**Section 2. Goals**

The goals of the Association are:

1. To support the growth of each child spiritually, morally, intellectually, physically, socially, and culturally in the Christian example of love of God and man.
2. To support financially the function of the school through volunteer and fundraising efforts.

**ARTICLE III  
MEMBERSHIP**

The membership shall include all parents of enrolled pupils and all faculty, administration, and staff members.

**ARTICLE IV  
OFFICERS**

**Section 1. Officers**

The officers of the Association shall consist of the following:

1. President

*Revised May 2012*

*Approved by EDS Parent Association 5/15/2012*

*Approved by EDS Board of Trustees 5/22/2012*

2. Vice-President
3. Treasurer
4. Assistant Treasurer
5. Secretary

## **Section 2 Executive Committee**

The Executive Committee shall consist of the officers of the Association and shall meet prior to all Board meetings and at other times as necessary. The Executive Committee shall have the power to appoint and dissolve all special committees. The Executive Committee shall have all power of the Board of Directors between meetings. The minutes of all Executive Committee meetings shall be ratified by the Executive Committee and shall be made available to the Board.

## **Section 3. Election of Officers**

Officers shall be elected by a majority vote of members present from a slate provided by the Nominating Committee at the final Association Board meeting of the fiscal year. Nominations shall be received from the floor provided consent of the candidate is given. All officers shall be elected annually to serve a one-year term, or until their successors have been elected. No member may serve in the same position for more than two consecutive years. The elected officers shall assume their duties at the beginning of the fiscal year following their election.

## **Section 4. Duties of Officers**

### **A. President**

The President shall serve as the executive officers of the Association. She shall preside at all meetings of the Executive Committee, Board and Association. The President shall serve as an ex-officio member of all Association standing and ad hoc committees. The President, jointly with the Treasurer, shall sign all obligations and contracts authorized by the association pursuant to these Bylaws. The President shall consult with the Headmaster as necessary.

### **B. Vice-President**

In the absence of the President or in the event of the inability or refusal of the President to act, the Vice-President shall perform all duties of the President. When acting in this capacity, the Vice-President shall have all of the powers of and be subject to all of the restrictions upon the President. The Vice-President shall co-ordinate the Room Mother program. She shall assume the presidency at the end of the term or terms of the President. She shall also serve as the Nominating Committee chair.

*Revised May 2012*

*Approved by EDS Parent Association 5/15/2012*

*Approved by EDS Board of Trustees 5/22/2012*

### **C. Treasurer**

The Treasurer shall have charge and custody of and be responsible for all funds and accounts of the Association. The Treasurer shall submit monthly reports and bank statements to the EDS Director of Finance. The Treasurer shall keep a record of all receipts and disbursements and present a financial report at all Association Board meetings. The Treasurer shall prepare an annual budget. The Treasurer shall be responsible for securing authorized signatures on all checks and obligations authorized by the Association pursuant to these bylaws. All checks and obligations in amounts less than \$500.00 issued by the Association shall be signed by one of the following officers each of whom shall be an authorized signatory on the accounts of the Association: President, Vice President, and Assistant Treasurer. All checks in amounts of \$500.00 and over shall be signed by two of said authorized officers.

### **D. Assistant Treasurer**

In the absence of the Treasurer or in the event of the inability or refusal of the Treasurer to act, the Assistant Treasurer shall perform the duties of the Treasurer. When acting in this capacity, the Assistant Treasurer shall have all of the powers of and be subject to all of the restrictions upon the Treasurer. The Assistant Treasurer shall assist the Treasurer in performing the duties of said office. The Assistant Treasurer shall assume the office of Treasurer at the end of the term or terms of the Treasurer.

### **E. Secretary**

The Secretary shall keep the records and minutes of all Executive Committee, Board, and Association meetings. She shall have custody of all minutes, records, and documents, other than financial, and be responsible for their safekeeping. These documents shall be filed in a notebook designated for this purpose and be brought to all meetings. The Secretary shall post proper notification, when necessary, of all meetings. She shall handle all correspondence as directed by the President.

## **Section 5. Vacancies**

Any vacancy occurring in any Executive Committee or Board positions shall be filled by a person selected by the Executive Committee with the concurrence of the Headmaster. Persons so elected shall serve until the expiration of the original term of office.

## **Section 6. Board of Directors**

The Board of Directors of the Association shall consist of members of the Executive Committee and chairmen of standing committees. Chairmen of ad hoc

*Revised May 2012*

*Approved by EDS Parent Association 5/15/2012*

*Approved by EDS Board of Trustees 5/22/2012*

committees shall also serve as members of the Board of Directors if so provided in the resolution establishing the committee.

The headmaster shall serve ex-officio. Vice-chairman of committees shall also serve ex-officio.

In the absence of a committee chairman (either standing committee chairman, ad hoc committee chairman or special committee chairman), the vice-chairman of the same committee shall be counted for purposes of determining a quorum, and may exercise a vote in lieu of the chairman.

All co-chairmen of standing committees, ad hoc committees, and special committees shall be counted for purposes of determining a quorum, and may exercise a vote.

### **Section 7. Standing Committees**

The Board of Directors may establish, in its discretion, standing committees and ad hoc committees.

## **ARTICLE V MEETING AND QUORUMS**

### **Section 1. Association meetings**

A special meeting may be called at the discretion of the President or at the written request of not less than twenty (20) members.

### **Section 2. Board of Directors meetings**

There shall be at least three (3) meetings of the Board during the fiscal year. The Board shall meet at any other time as deemed necessary by the President or when requested, in writing, by no less than five (5) members of the Board. One-third (1/3) of the members of the Board shall constitute a quorum.

### **Section 3. Executive Committee meetings**

The Executive Committee shall meet prior to all Board meetings and at any other time deemed necessary by the President or requested by an Executive Committee member. A majority of the Executive Committee members shall constitute a quorum.

### **Section 4. Standing and Special Committee meetings**

All Standing and Special Committees shall meet as necessary to perform the assigned duties. A majority of the committee members shall constitute a quorum.

*Revised May 2012*

*Approved by EDS Parent Association 5/15/2012*

*Approved by EDS Board of Trustees 5/22/2012*

**ARTICLE VI  
NOMINATING**

The Nominating Committee shall be composed of a total of five (5) persons, the current President, the Vice President, the Headmaster, and two (2) members elected by the Board at the last meeting of the preceding fiscal year. The Vice President shall serve as Chairman of the Nominating Committee. Should a vacancy occur in this committee, the Executive Committee shall appoint a replacement to fill the unexpired term.

**ARTICLE VII  
FISCAL POLICIES**

**Section 1. Fiscal Year**

The fiscal year shall be from July 1 to June 30.

**Section 2. Expenditures**

- A. No member shall have the authority to incur any financial obligation of the Association without written permission of the President and the Treasurer.
- B. The Association shall incur no indebtedness which may become a liability of the Vestry of the Church of the Good Shepherd.

**Section 3. Distribution of Monies Raised**

- A. Ten (10%) percent of the total net profit during the fiscal year shall be given to the Endowment fund.
- B. Thirty-Five (35%) percent will be given as a gift to the school operating budget for curriculum support.
- C. Fifty-Five (55%) percent will be disbursed at the discretion of the Board for "Wish List"/Project items presented by the Headmaster.

Any monies remaining after all disbursements have been made will be used at the discretion of the Board

**ARTICLE VII  
AMENDMENTS AND RULES OF ORDER**

**Section 1. Amendments**

The Bylaws may be amended or revised by a majority vote of the Board of Trustees of the Episcopal Day School.

## **Section 2. Rules of Order**

The most newly revised edition of Robert's Rules of Order shall serve as the parliamentary authority for all matters of procedure not specifically covered by the Bylaws of the Association.