

**Proposed Amendments of the By-Laws of All Saints Preschool.**  
**The proposed changes are underlined.**  
**A brief summary of the purpose of each amendment is also included.**  
**A final clean draft will be prepared if approved.**

BY-LAWS OF  
ALL SAINTS PRESCHOOL

Effective March \_\_\_, 2019

ARTICLE I

*Name and Location*

- Section 1. The name of the school shall be All Saints Preschool, hereinafter referred to as the School.
- Section 2. The School shall be conducted in the parish educational facilities of All Saints Church, Chevy Chase Parish, Diocese of Washington located at 3 Chevy Chase Circle in Chevy Chase, Maryland 20815, hereinafter referred to as the Church.

ARTICLE II

*Objectives*

- Section 1. The School shall maintain and perpetuate the highest possible standards to provide a developmentally appropriate curriculum to the greatest number of children commensurate with the mission of the school and the resources available, bearing in mind the school's desire to foster character building and spiritual values.
- Section 2. The School shall operate a program of education designed to meet the expectations of its constituents and the needs of the community for pre-school education.
- Section 3. The School shall function as a ministry within the Church ~~Corporation~~, with current operating expenses borne by registration fees, capital fees, tuition fees, gifts, grants and donations.

## ARTICLE III

### *Relationship between Church and School*

- Section 1. *Identity.* The School shall function as an extension of the mission of the Church, subject to the consent of the Vestry of the Church. The School shall offer its program to students regardless of race, gender, color, religion or national or ethnic origin. The Rector of the Church is canonically entrusted to promote the spiritual life of the Church, and hence, of the School. The Rector helps parishioners appreciate how the ministry of the School relates to parish life and Christian nurture. The Rector and the Director of the School cooperate in articulating the School's identity as an Episcopal Church School.
- Section 2. *Responsibility.* Control and fiscal responsibility for School operations shall rest with the Rector, Wardens and Vestry of the Church, a parish in the Diocese of Washington and a non-profit religious institution located at 3 Chevy Chase Circle, Chevy Chase, Maryland.
- Section 3. *Delegation of Operational Authority.* The All Saints Vestry shall be fiscally and operationally responsible for the School, providing policy, organizational structure, and oversight of the School's business. The Advisory Board, in its wisdom and experience, shall provide academic, professional, and operational guidance to the School, while ensuring that the School operates in harmony with the Church, safeguarding both the original vision of the School and its future.

*[The purpose of the proposed amendment is to bring the Vestry to the fullness of participation, knowledge, and interest in our Preschool and to eliminate a cumbersome two-step approval process for funding, approvals, action items, etc.]*

- ~~Section 4. *Communication and Reports.* The Rector, Wardens and Vestry, in cooperation with the Board, shall have sufficient knowledge of the School's history, philosophy and operations to ensure that the Church and School share a common purpose and resources. To this end, the Board shall comply with the Vestry's requirements for adoption of the School's annual budget and comply with other Vestry requests for information.~~

*[Article III, Section 4 shall be deleted as it adds nothing to what is already stated or implied elsewhere and merely provides excess wordiness.]*

## ARTICLE IV

### *School Advisory Board*

Section 1. The purpose of All Saints Preschool Advisory Board (the Advisory Board) is to provide guidance, wisdom, and direction regarding the School's academic, scholastic, and developmental operations. Advisory Board members are chosen to be overseers of the School's academics and to hold its goals in sacred trust.

*[The purpose of the amendment is to harmonize and clarify the Board's (now called the Advisory Board) role in light of the changes made in Article III, Section 3 above.]*

Section 2. Membership on the Advisory Board shall consist of not fewer than 5 members and not more than 15 members as determined by the Advisory Board. The slate of Advisory Board nominees shall be selected by the Advisory Board with consultation from the Rector and be appointed to the Advisory Board upon Vestry approval.

a.) One person shall be the designated liaison to the Advisory Board from the Church Vestry and will be a non-voting member.

b.) The majority of the Advisory Board shall be parishioners.

c.) The Rector and Wardens shall serve as ex-officio, non-voting members of the Advisory Board.

*[The purpose of the amendment is to eliminate the reference to "The Governance Committee" of the Board in light of the changes of officers in Article VI, Section 6 below and ending an additional cumbersome layer of procedure to what is intended to be simpler and more efficient.]*

Section 3. The regular term of an Advisory Board member shall be for a period of three years. Advisory Board members may serve two consecutive terms. Following a second term, at least one year must pass before a former Advisory Board member may be appointed.

a.) The terms of the Advisory Board members shall be staggered.

b.) New Advisory Board Members and any Advisory Board Member filling an unexpired term, shall be nominated by the Advisory

Board to the Vestry for the Vestry's election or appointment thereto.

*[The purpose of the amendment is to be consistent by eliminating the reference to the "Governance Committee" and to streamline the process for new Advisory Board member and replacement Advisory Board member nominations.]*

Section 4. No voting Advisory Board member may receive a salary from the School or the Advisory Board for services as a member. A Advisory Board member may be compensated for services other than as an Advisory Board member and may be reimbursed for travel, out-of-pocket expenses and other expenses incurred in conducting business for the School Advisory Board as may be properly authorized by the Advisory Board.

~~Section 5. The Governance Committee of the Board will present a slate of nominees for the Board. Upon the Board's approval, the slate of nominees will go to the Vestry for appointment.~~

*[Section 5 shall be omitted in light of the provisions of Article IV, Section 3 above regarding nominations. Each of the following paragraphs is renumbered accordingly.]*

Section 5. Conflicts of Interest. An Advisory Board member shall disclose to the Advisory Board any relationship with any person, corporation, or other entity with which the School proposes to enter into any contract or other transaction, which will or may result, directly or indirectly, in financial gain or advantage to the Advisory Board member by reason of such relationship. If the Advisory Board member shall fail to make this disclosure before the School enters into the contract or transaction, the Advisory Board may terminate the term of the Advisory Board member.

Section 6. Meetings of the Advisory Board and the operations of the Advisory Board shall be called and presided over by the School's Director. Upon the approval of the Vestry, the Advisory Board may elect from its membership a Secretary for the keeping of minutes and other records, and other officers that it deems necessary.

*[The purpose of the amendment is to reform and simplify the Advisory Board's operations by placing Advisory Board meetings and operations under the Preschool Director, removing the need for a Chair and Vice Chair. The need for a separate Treasurer is also eliminated as the Vestry would be directly responsible for the fiscal operations of the Preschool, eliminating another layer of administration, as addressed in Article III, Section 3 above.]*

Section 7. In keeping with the Canons of the Church and Diocese, the Rector is responsible for all employment hirings and terminations of the Parish. The Rector shall be responsible for selecting a Director of the School, using such searching, recruiting, and advisory input of the Vestry and Advisory Board as might be helpful and proper. The Rector shall be responsible for the care, support and evaluation of the Director. Authority for the direction of school life, including staff and the administration of programs, shall be the responsibility of the Director, under the authority of the Rector.

*[The purpose of the Amendment is to remove potentially confusing provisions about employee management and the Rector's role. The amendment brings us into conformity with Canons of the Diocese and the National Church, and with the Bylaws of the Parish.]*

Section 8. The Advisory Board may establish one or more committees, including a parent volunteer committee of such purpose as the Advisory Board may define, and/or recruit other individuals deemed warranted and appropriate by the Advisory Board, to assist the Advisory Board in fulfilling the objectives of the School. Any committee established by the Advisory Board shall be chaired by an Advisory Board member. The chair of any committee shall provide regular reports to the Advisory Board.

*[The purpose of the amendment is to honor the consideration of further parent involvement as the Advisory Board may desire in its wisdom.]*

## ARTICLE V

### *Indemnification of Trustees and Officers*

Section 1. The School shall indemnify each person, along with their heirs and personal representatives, who is serving or has served as a trustee or as an officer of the Advisory Board, against all liabilities and personal expenses actually and reasonably paid or incurred in connection with the defense of any action, suit or proceeding resulting from or related to that service as a trustee or officer, to the extent that the Vestry or the School has effective insurance coverage for such liabilities and expenses, and only to the extent that the trustee or officer is not insured under any other policy of insurance covering such liability and expenses.

## ARTICLE VI

### *Amendment and Adoption of By-Laws*

Section 1. These by-laws may be amended by a two-thirds vote of the Vestry and with the consent of the Rector.

[The purpose of the amendment is to once again eliminate a cumbersome two-step process of governance and to bring these Bylaws into conformity with the actual authority and roles of the Vestry and the Advisory Board.

## ARTICLE VII

### *Dissolution*

Section 1. In the event of dissolution of the School, all assets, after the payment of all debts, shall be transferred to a common Church fund.

*Originally Approved: August 2008*

*Revised and Approved by Preschool Board: December 13, 2012*

*Ratified by the All Saints Church Vestry: January 15, 2013*

*Revised and Approved by Preschool Board: February \_\_, 2019*

*Ratified by the All Saints Church Vestry, March \_\_, 2019*

*Duly ratified by the Chevy Chase Parish, All Saints Church Vestry, March \_\_, 2019.*

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*Rip Wilson, Vestry Clerk*