

BYLAWS OF THE SOUTHWESTERN ASSOCIATION OF EPISCOPAL SCHOOLS

ARTICLE I - MEMBERSHIP

Section One - Definition:

Any Episcopal School is eligible for membership in the SOUTHWESTERN ASSOCIATION OF EPISCOPAL SCHOOLS (hereinafter "SAES" or the "Association"). Members shall fulfill the conditions and shall meet the criteria outlined herein. Member Schools may also seek accreditation through the Association. A board of trustees (hereafter the "SAES Board") shall govern the Association.

Section Two - General Requirements and Criteria for Membership:

- A completed *Application for Membership*.
- Completion of the Annual Report and all related requests for school information.
- Payment of annual dues and fees.

Annual commitment to the following Criteria as indicated by the school head's signing and returning the *Criteria for Membership* that follows:

Criteria for Membership

Southwestern Association of Episcopal Schools

1. The primary purpose of the School shall be to offer, in a Christian environment, and using the resources of the Episcopal faith, a thorough academic program that meets the diverse needs of its constituents. The School shall articulate and publish a written statement of its mission, core values, and Episcopal Identity.
2. The School shall be governed by a board of trustees, vestry, or other duly constituted body (the "Governing Body") serving regular terms of office, no member of which may receive compensation for her or his services on the board. This governing body shall be charged with the determination of overarching School policies, with providing fiduciary oversight, and with determining strategic direction for the School. The Governing Body shall not run the day-to-day operation of the School. The Governing Body shall appoint a Head of School or Chief Executive, who shall have the responsibility and authority for (i) the implementation of policies set by the Governing Body and (ii) for the operational aspects of running the School consistent with the policies and strategies set by the Governing Body.
3. The School shall not exclude students because of race, creed, national origin, or, insofar as possible, economic status. The School shall publish its non-discriminatory statements, and shall make every effort to provide financial assistance to qualified students.

4. The faculty and administrative staff shall be sufficient to provide satisfactorily for the program of the School. Faculty members shall be qualified for their positions by education or experience.
5. The School shall continually evaluate its teaching methods, the adequacy of its curriculum, and the progress of its students.
6. The total School program shall distinguish itself by including thoughtfully designed school worship, spiritual formation, and community life experiences in the Episcopal tradition, and shall demonstrate a commitment to social justice consistent with Episcopal identity.
7. The School shall maintain and safeguard student and staff records, governing documents, policies, minutes, and records of the board and board committees, in permanent and secure files.
9. The School shall meet all applicable governmental and diocesan health and safety requirements.
10. The financial resources of the School shall be adequate to sustain its educational program, and comprehensive financial records shall be kept on file. The financial condition of the School shall be reported to the Head of School and to the Governing Body regularly.
11. The plant and equipment shall be adequate for the program of the School and the safety and well-being of all constituents.
12. The School shall complete and submit the annual report in form and substance acceptable to the Southwestern Association of Episcopal Schools.

Section Three – Representation

Each member School is entitled to one vote at any called assembly of the full Association, called by the President of the Association, at which a quorum is present.

The person recognized by whatever title as Head of School, or a person designated as representative by the Head of School, shall possess authority to vote for the School in matters concerning the membership of the full Association.

Section Four - Accreditation

In order to earn SAES accreditation, a member School shall follow the process described in the current edition of the Handbook for Accreditation by the Southwestern Association of Episcopal Schools.

Upon the recommendation of the Standards Committee, The SAES Board shall have the authority to determine the status of a School's accreditation or re-accreditation or dis-accreditation.

The Association shall maintain recognition from State and National accrediting commissions in order to affirm the credibility, validity, and accountability of its evaluation and accreditation services.

ARTICLE II - THE SAES BOARD

Section One - The Selection and Election of trustees to the SAES Board of Trustees An ad hoc committee chaired by the Vice-President of the SAES Board (the "Nominating Committee") shall locate, cultivate, and nominate qualified persons to, and for election by, the SAES Board in advance of the Association's fiscal year (July 1).

Qualifications may be more fully enumerated by the Nominating Committee and approved by the SAES Board but must include a significant connection to Episcopal Schools and Churches, experience in education and religion, other relevant governance and operational experience, and a commitment to the mission and purposes of the Association.

A majority of the SAES Board's membership must be active communicants of the Episcopal Church.

Candidates who are elected as Trustees to the SAES Board must hold all member Schools in trust regardless of geography, diocese, size, grade composition or any other delimiting factor.

The overall composition of the SAES Board should reflect the diversity of the Association's membership.

Section Two - Number, Terms, Quorum, Meetings, and Voting

The SAES Board shall consist of at least fifteen but no more than twenty-one voting members.

The SAES Board shall meet at least twice per year and may meet more often. Meetings of the Board shall be fixed at the beginning of each fiscal year. The President of the SAES Board may call extraordinary or emergency meetings of the SAES Board at her or his discretion.

Meetings may be conducted virtually by telephonic or video conference call or the like.

A majority of the SAES Board shall constitute a quorum.

Each Trustee has one vote.

A Trustee cannot vote by proxy.

A simple majority shall constitute a successful vote unless otherwise stipulated by the SAES Board in advance of its deliberation or as stipulated elsewhere in these by-laws.

The term of service for Trustees shall be three years, renewable once. After serving two full consecutive terms, a Trustee may be re-elected to the SAES Board after one year's absence from the SAES Board.

Officers, however, may serve beyond two full consecutive terms in an ex-officio manner with voice but no vote for a period of one year, after which they will be eligible for re-election to the SAES board as a Trustee and voting member.

A Trustee who misses two consecutive meetings without being excused by the President of the SAES Board

may be removed by the President at her or his discretion.

ARTICLE III - OFFICERS

Section One - The President

The President of the SAES Board (the "President") shall preside at all meetings of the Association, the SAES Board, and the Executive Committee.

The President shall appoint chairs and members for all standing and special committees.

The President shall serve as chair and voting member of the Executive Committee and as an ex-officio non-voting member of all other committees except the Nominating Committee on which she or he shall have a vote.

The President shall make an annual report to the membership of the Association.

Section Two - The Vice-President

In the absence of the President, the Vice-President of the SAES Board (the "Vice-President") shall preside.

Should the President relinquish the office for any reason, the Vice-President shall become President until such time as the SAES Board shall elect a new President.

The Vice-President shall serve on the Executive Committee and shall chair the Nominating Committee.

Section Three - The Secretary

The Secretary shall record the proceedings of the Association, including its meetings of the SAES Board, the Executive Committee, and any other duly-called meeting. The Secretary shall serve on the Executive Committee and shall chair an ad hoc committee tasked with the development of strategic and long-range plans.

Section Four - The Treasurer

The Treasurer shall oversee the financial functions of the Association, including budgetary, investment, and accounting functions.

The Treasurer shall serve on the Executive Committee and shall chair the Finance Committee, which has oversight of the Association's annual independent audit, as well as accounting, finance, investment, and financial control functions.

The Treasurer shall issue a report to the SAES Board at each of its regular meetings.

Section Five – The Chaplain

The Chaplain shall tend to the spiritual needs of the SAES Board as it makes decisions for the Association. The Chaplain shall serve on the Executive Committee and shall be available to provide pastoral guidance, as necessary.

Section Six - The Executive Director

The Executive Director is the sole employee of the SAES Board, to which she or he reports directly.

The Executive Director shall lead the work of the Association according to the purposes, policies, and procedures established or adopted by the SAES Board.

The Executive Director serves as the chief executive officer and as an ex officio non-voting member of the SAES Board and all of its committees.

The Executive Director is empowered to represent the Association among schools, at state, regional, and national venues including departments of education and seminaries, with associations that certify accrediting associations, with bishops and dioceses of the Episcopal Church, and with the national Episcopal Church.

Section Seven- Election and Term of Officers

The SAES Board shall nominate and elect its officers in advance of the Association's fiscal year.

The term of these officers shall be for three school years, with a limit of two consecutive terms.

An Officer's term in office may supersede the term limit as set forth above.

Officers may serve beyond two consecutive terms in an ex-officio manner with voice, but no vote, for a period of one year. After this period of time, Officers may be eligible for re-election to the board as a Trustee and voting member and eligible to serve as an officer.

Section-Eight- Vacancies

The SAES Board shall fill vacancies occurring among its officers. At any time that an office is vacated, the Executive Committee shall recommend an officer to the SAES Board for approval.

ARTICLE IV - STANDING COMMITTEES

Section One - Executive Committee

The Executive Committee shall be chaired by the President and be composed of the four officers of the SAES Board, the chair of the Standards Committees, and the Executive Director.

The President of the SAES Board or the Executive Director may call meetings of the Executive Committee at her or his discretion.

The Committee is empowered to meet and act for the SAES Board between regular Board meetings, with the proviso that an action taken must be ratified by a majority of the SAES Board at its next regular or special called meeting.

It is the responsibility of the Executive Committee to monitor and promote the actions of all other Standing Committees and any other Committees authorized by the SAES Board.

Section Two - Finance Committee

The Finance Committee shall be chaired by the Treasurer of the Board, and the President shall appoint the Finance Committee members from the membership of The Board.

Duties of the Finance Committee include reviewing financial reports, determining adequate and appropriate accounting procedures and controls, reviewing financial performance, and approving the Association's annual operating budget for submission to, and approval or modification by, the SAES Board. Duties may also include a review of legal compliance and risk management.

An independent, formal, financial audit shall be conducted of the Association's books and records annually, and an outside accountant shall be retained by the Finance Committee to review, opine, and comment on the Association's financial books and records.

Section Three - Standards Committee

The Standards Committee recommends standards and policies to the SAES Board and formulates procedures that are used as the criteria for accrediting member Schools.

The President shall appoint a chair of the Standards Committee from the membership of the SAES Board. The Standards Committee shall be composed of no fewer than five members, appointed by the President. The President appoints the Standards Committee from the membership of the SAES Board, from current or recent affiliation with member Schools, and from diocesan commissions on Schools. Members of the committee serve for three-year terms which may be renewed at the discretion of the President.

The Director of Accreditation shall be an ex-officio, voting member of the Standards Committee.

The Standards Committee will hold at least two meetings a year and may hold additional meetings as necessary.

Changes in the accreditation process or in the accreditation criteria and standards shall be recommended by the Standards Committee to the SAES Board for its approval.

Appeals concerning the accreditation status of member Schools shall be heard first by the Standards Committee and, if unresolved, heard by the SAES Board, whose decision shall be final.

ARTICLE V - INDEMNIFICATION

Section One – Indemnification

The Association shall to the fullest extent permitted by law indemnify any director, officer, committee member, or

employee who becomes, or is threatened with becoming, a part to any action, suit, arbitration, or other such proceeding.

ARTICLE VI - AMENDMENTS

Section One - Amending Bylaws

Having been notified in writing of the proposed bylaw change thirty days prior to the meeting, the Bylaws may be amended by a two-thirds (2/3) vote of the SAES Board.

- Discussed on April 9 and 10, 2001
- Discussed and Revised on July 5, 2001
- Discussed and Revised on July 12, 2001
- Discussed and Revised on July 31, 2001
- Discussed and Revised on August 7 and 8, 2001
- Disseminated in Draft to The Board on August 20, 2001
- Reviewed, Discussed, and Revised on August 28, 2001
- Reviewed and discussed with Board on October 18, 2001

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- Reviewed, Discussed and Revised on Nov. 19, 2001
- Reviewed, Discussed and Revised on December 3, 2001
- Reviewed, Discussed and Revised on December 17, 2001
- Final Review, Discussion, Revision, and Approval by The Board on February 18, 2002 Pending Proposed Adoption of the Constitution by Membership on April 26, 2002.
- Reviewed, Discussed and Revised on September 22, 2016.

Reviewed, Discussed, Revised, and Adopted by the SAES Board via virtual vote, June 2025.

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