

BYLAWS OF THE SOUTHWESTERN ASSOCIATION OF EPISCOPAL SCHOOLS

ARTICLE I - MEMBERSHIP

Section One - Definition:

Episcopal Schools in dioceses in Arizona, Arkansas, Louisiana, New Mexico, Oklahoma, and Texas and in other states are eligible for membership in the SOUTHWESTERN ASSOCIATION OF EPISCOPAL SCHOOLS. Members shall fulfill the conditions set forth in the Constitution and in the requirements listed below, and may seek accreditation by the Association. A board of trustees, hereafter called "The 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 faith, a thorough academic program that meets the diverse needs of its students. The school shall publish a written statement of its philosophy and objectives.
2. The school shall be governed by a board of trustees, vestry, or other duly constituted body serving regular terms of office, no member of which may receive compensation for her or his services on the board. This body is charged with the determination of the basic policies of the school. The head of the school has sole responsibility for implementing such policies.
3. The school shall not exclude students because of race, creed, national origin, or, insofar as possible, economic status. The school shall make every effort to provide financial aid and shall publish these facts throughout the community.
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 acquaint itself with, and follow as closely as is consistent with its own purposes, the established attendance requirements and educational objectives of the state education agency and/or a recognized accrediting agency.
6. The school shall continually evaluate its teaching methods, the adequacy of its curriculum, and the work of its pupils.
7. The total school program shall distinguish itself from secular programs by including thoughtfully designed spiritual, faith, and service experiences in the Episcopal tradition.
8. The school shall maintain student and staff records in permanent files. Bylaws, policies, board minutes, and the like shall be permanently maintained.
9. The school shall meet all applicable governmental 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 Board of Trustees (or other governing body).
11. The plant and equipment shall be adequate for the program of the school.
12. The school shall prepare an annual report to the Southwestern Association of Episcopal Schools that provides comparable information for the benefit of all schools in the Association.

Section Three – Representation

Each member school is entitled to one vote at any assembly of the Association. 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 Association.

Section Four - Accreditation:

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

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

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

ARTICLE II - THE BOARD

Section One - The Selection and Election of Members

An *ad hoc* committee chaired by the Vice-President shall nominate qualified persons for election by The Board in advance of the Association's fiscal year (July 1).

Qualifications shall be more fully enumerated by the committee and approved by The Board but must include a significant connection to Episcopal schools and churches, experience in education and religion, and a commitment to the purposes of the Association.

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

Candidates must hold all member schools in trust regardless of geography, diocese, size, grades or any other delimiting factor. In addition, composition of The Board should reflect the diversity of the Association's membership.

Section Two - Number, Terms, Quorum, and Voting

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

The term of service for Board Members shall be three years, renewable once. A candidate may be elected to another full term of service after one year's absence from The Board. Officers, however, may serve beyond two consecutive terms in an *ex-officio* manner (voice but no vote) for a period of one year and then be eligible for re-election to the board as a voting member.

A majority of The Board shall constitute a quorum.

A simple majority shall constitute a successful vote unless otherwise stipulated by The Board in advance of its deliberation.

Meetings conducted electronically including telephonic meetings shall be valid.

A Board Member cannot vote by proxy.

Section Three - Attendance

Meetings of The Board shall occur on a regular basis and shall be fixed at the beginning of each fiscal year. Any Board Member who misses two consecutive meetings without being excused by the President of The Board shall be removed.

ARTICLE III - OFFICERS

Section One - The President

The President shall preside at all meetings of the Association, The 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 committee that nominates members of The Board. 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 shall preside. Should the President relinquish the office for any reason, the Vice-President shall become President until such time as The Board shall elect a new President. The Vice-President shall serve

on the Executive Committee and shall chair an *ad hoc* committee that nominates, orients, evaluates and develops board members and officers.

Section Three - The Secretary

The Secretary shall record the proceedings of the Association, including its meetings of The Board, the Executive Committee, and any duly called meeting. The Secretary shall serve on the Executive Committee and shall chair an *ad hoc* committee that develops planning that is strategic and long-range.

Section Four - The Treasurer

The Treasurer shall oversee the financial, investment, and budgetary functions of the Association. The Treasurer shall serve on the Executive Committee and shall chair an *ad hoc* committee that has responsibilities concerning the Association's auditing, accounting, and control functions. An outside accountant shall be retained to review, opine, and comment on the Association's books and records. A formal audit shall be conducted annually. In order to retain objectivity of the audit process, employees of the Association shall not be members of the Audit Committee. This committee's duties include reviewing reports and determining adequate procedures and controls, reviewing financial performance and approving the annual budget for submission to The Board. Duties may include a review of legal compliance.

Section Five - The Chaplain

The Chaplain shall tend to the spiritual needs of The 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 shall lead the work of the Association according to the purposes, policies, and procedures created by The Board. The Executive Director serves as the chief executive officer and as an *ex officio* non-voting member of The 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 dioceses of the Episcopal Church, and with the national Episcopal Church of America.

Section Seven- Election of Officers

The Board shall nominate and elect its officers in advance of the Association's fiscal year. The term of these officers shall be for two school years with a limit of two consecutive terms. Officers, however; may serve beyond two consecutive terms in an *ex-officio* manner (voice, but no vote) for a period of one year. After this period to time, Officers may be eligible for re-election to the board as a voting member and eligible to serve as an officer. The term in office may supersede board term limit.

Section-Eight- Vacancies

The 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 Board for approval.

ARTICLE IV - STANDING COMMITTEES

Section One - Executive Committee

The Executive Committee shall be composed of the four officers of The Board, the chairs of the Program and Standards Committees, and the Executive Director.

The President of The Board shall call meetings and chair meetings of the Executive Committee.

The Committee is empowered to meet and act for The Board between regular Board meetings with the understanding that any action taken must be ratified by a majority of The 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 as authorized by The Board.

Section Two - Program Committee

The Program Committee is responsible for envisioning, planning, monitoring, and evaluating the programmatic offerings of the Association to its members.

The President appoints the Program Committee from the membership of The Board, from member schools, from the clergy, and from diocesan commissions on schools. Terms are renewed annually. The Chair must be a member of The Board and will serve on the Executive Committee

The Program Committee shall be composed of no fewer than five persons, appointed by the President.

The Program Committee will hold at least two meetings a year and may hold additional meetings as necessary. The Program Committee shall develop and maintain a two-year calendar of programs that it recommends to The Board for its approval.

Section Three - Standards Committee

The Standards Committee recommends policies to The Board and formulates procedures that are used as the basis for accrediting member schools.

The President appoints the Standards Committee from the membership of The Board, from member schools, and from diocesan commissions on schools. Terms are renewed annually. The Chair must be a member of The Board and will serve on the Executive Committee.

The Standards Committee shall be composed of no fewer than five members, appointed by the President.

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 standards shall be recommended to The Board for its approval.

Appeals concerning accreditation shall be heard first by the Standards Committee and, if unresolved, heard by The 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 shall become, or shall be threatened with becoming, a part to any action, suit, or 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 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

- 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.**