

**BY-LAWS OF THE EARLY LEARNING CENTER
OF ST. MARK PRESBYTERIAN CHURCH**

(originally Adopted 7/8/03, changes made at Session's direction 7-25-03) Current changes made September 13, 2013 after ELC board directed changes on September 10, 2013 and after meeting with Personnel Elder, George Phair, on September 11, 2013. Additional changes from Board Secretary Joani Gohn's, edits completed on September 17, 2013. These edits defined terms in Article 1 and deleted multiple references from "St. Mark ELC" to "ELC" and also defined "Board" and "Session". Asking Joani for clarification on Article III, section 1. Received clarification from Joani Gohn and finished draft October 23, 2013. Approved by Session 11/18/2013.

ARTICLE I.

Section 1. The Early Learning Center of St. Mark Presbyterian Church (hereafter referred to as ELC) is an integral part of the education and mission ministries of St. Mark Presbyterian Church, Boerne, Texas. The Board of Directors of the ELC (hereafter referred to as the Board) is elected by and reports directly to the Session of St. Mark Presbyterian Church (hereafter referred to as the Session). The ELC is licensed by the state of Texas under the Minimum Standards for Licensed Child Care Centers. The licensing requirements with which the ELC must comply will be kept on file in the school office.

Section 2. The purpose of the ELC is to develop all aspects of the child in a climate of love and support through a Christian based program of excellence. The program utilizes a stimulating curriculum to nurture the child's development of self-direction, self-expression, self-discipline, and positive self-image. The learning environment is structured to provide opportunities for each child to develop spiritually, emotionally, physically, cognitively, and socially. In parallel with these goals the ELC seeks to strengthen the mission of St. Mark Presbyterian Church by encouraging Christian family living. Although the Presbyterian heritage is the basis for the programs of the ELC, it is intentionally ecumenical in its orientation. It is the policy of the ELC to exemplify God's love and show care and respect for everyone. The ELC explicitly seeks to extend its care to members of the community regardless of the ability to pay. Scholarships may be available to support those of limited means.

ARTICLE II (THE BOARD)

Section 1. The Session is ultimately responsible for the ELC but, for the purposes of governance, regulation, accreditation, and funding, assigns to the Board the responsibility for setting policies, assuring that these policies are implemented and assuring the financial stability of the ELC. Without limiting the foregoing, the Board shall:

- Establish goals and policies consistent with the mission of St. Mark and develop strategies to fulfill such goals and policies;
- Select a Director for the ELC who can best meet the needs of the School, delegating to the ELC Director the full range of appropriate responsibilities and powers. The Board shall provide for evaluation of the performance of the Director on an annual basis. Input from staff and parents of ELC students shall be included as deemed appropriate for the evaluation process and to meet licensing and regulatory requirements. The evaluation committee shall include the Head of Staff of St. Mark Presbyterian Church, the Chair of Personnel of the Board, and the Chair of the Board.

- In the event of a permanent vacancy in the office of Director, the Board shall elect a replacement from among the candidates submitted for consideration. An affirmative vote by at least two-thirds of the members attending the meeting (a quorum being present) is required for the nomination to be taken to Session for ratification.
- Oversee and ratify by majority vote the appointment and removal of all employees of the ELC, prescribe their job description, approve all employee benefit plans and amendments thereof; and require from them bonding (if determined to be necessary by the Board) Members of the Session are not eligible for employment in the ELC. Similarly; ELC employees are not eligible to become Session members.
- Select one or more banks to act as a depository of the funds of the ELC and determine the manner of receiving, depositing, and dispersing same consistent with these By-laws and/or Amendments. The Board may delegate to the Chair, Officers, and the Director, authority to spend specified amounts of money for maintenance, repair, and/or purchase of equipment and supplies as required.
- ✓ • Assure that suitable equipment (inside the building and outside the building) is in place to meet the needs of the ELC. The needs for the buildings shall be assessed by the Board and recommendations forwarded to the Property Ministry and/or Session.
- ✓ • Representatives from the Board will meet bi-annually with members from St. Mark Christian Education and Property Ministries to address and coordinate the needs of each Ministry using the building.
- Nominate new board members for the approval of Session.
- The Board Chair, Session Liaison Elder and/or ELC Director will be available for orientation of new Session members to facilitate communication regarding the relationship of the ELC to the Church, answer questions, and provide copies of the By-laws and policies.
- Assure compliance with applicable laws and regulations.
- Supervise the selection of scholarship recipients through an auditable means testing process.
- Solicit outside philanthropy and funding.

Section 2. The Board will meet at least quarterly during the school year. No written notice of regularly scheduled meetings is required.

Section 3 A majority of the members of the Board shall constitute a quorum for the transaction of business at any Board meeting. When a quorum is present, a majority of the members in attendance shall decide any issue brought before the Board unless otherwise stated in these By-laws. If a quorum is not present, informational items and reports may be discussed, but no action regularly requiring a vote may be taken.

Section 4. With the consent of a quorum a vote may be taken on any time-sensitive action without a meeting. Such action shall constitute a meeting and minutes will be presented at the next regularly scheduled meeting. Email documentation will be saved with the minutes to verify votes in this instance.

Section 5. The Chair or a majority of the Board may call special meetings.

Section 6. Robert's Rules of Order shall govern the procedures at all meetings, except as otherwise provided by the By-laws.

Section 7. The Board shall consist of not fewer than 8 and not more than 12 members.

Section 8. Any Board member having (3) consecutive unexcused absences from regularly scheduled meetings will be removed from the Board. The Chair of the Board will notify said member in writing.

Section 9. The majority of the members of the Board shall be members of St. Mark. Every effort shall be made to have a minimum of one (1) Parent representative who currently has a child enrolled at the ELC and to include persons from the community who have an interest in the ELC and bring skills and experience of relevance to its Mission.

Section 10. Incoming Board members who have not previously served on the Board should make every effort to visit and tour within the first three (3) months of joining the Board.

Section 11. A yearly 'term' shall be from Aug 1 through July 30.

Section 12. The Session shall appoint one sitting Elder to serve as an ex-officio, voting member of the Board of Directors. This Elder shall serve as a liaison between the Board and Session assuring that the flow of information meets the needs of both bodies. The term of the appointed Elder will be set by Session.

Section 13. The Director of the ELC shall be a non-voting, ex-officio member of the Board of Directors.

Section 14. The Officers of the Board shall consist of a Chair, a Vice-Chair, a Secretary and a Treasurer. The Chair, Vice-Chair and Treasurer must be members of St. Mark.

Section 15. Members of the Board shall be nominated by the Board and presented to Session for ratification.

Section 16. Members of the Board of Directors shall be elected as prescribed in these By-laws for a two-year (2) term unless otherwise stated in these By-laws. No Board member shall serve more than three (3) consecutive terms.

Section 17. The Chair of the Board shall have served as a member of the Board a minimum of one (1) year before assuming the position of Chair and must commit to serving as Chair for a minimum of two (2) years.

Section 18. In case a member of the Board, through resignation, death or other cause, creates a vacancy, the number of Board members necessary to constitute a quorum and conduct business will be reduced until said vacancy is filled.

Section 19. The Board shall have the power to remove Board members from their position/office on the Board as deemed necessary by a two-thirds (2/3) vote of the members of the board, excluding the Board member being removed.

Section 20. No two (2) members from the same household shall serve on the Board at the same time.

Section 21. No member of St. Mark Presbyterian Church (other than the Director as an ex-officio, non voting member) may serve on the Board while employed by the ELC.

Section 22. All meetings of the Board shall be open to anyone desiring to attend with a non-voting status. If material that is deemed confidential by the Director and/or Chair is

presented, non-members may be asked to step out during that period of time by declaring the Board of Directors to be in Executive Session.

ARTICLE III: (COMMITTEES)

Section 1. Personnel Committee: The Personnel Committee will have at least two (2) members who will assist the Director with personnel matters, including interviewing new staff members. The Chair or Vice-Chair of the Board may substitute for a member of the Personnel Committee if the need arises. A member of the Personnel Committee shall present potential new staff members to the Board for ratification. Personnel grievances relevant to the employee handbook such as sexual harassment or theft will be communicated to the professional staffing agency used by St. Mark Presbyterian Church.

Section 2. Budget Committee: The ELC Budget Committee will consist of the Treasurer of the Board, the Chair of the Board and one (1) additional member of the board. The Treasurer will act as Chair of the Budget Committee. The Budget Committee will assist the Director in planning the budget and salary scale. The Budget Committee will also review and approve applications for scholarships.

Section 3. Parent Advisory Committee (PAC): The PAC shall meet with the Director during the school year as dictated by the needs of the ELC and in order to meet the guidelines for regulation and accreditation. Minutes from all meetings shall be submitted to the Board.

Section 4. The Board of Directors may create and appoint members to such other committees and task forces, as they shall deem appropriate. The Chair of the Board will appoint chairs of such Committees. Such committees and task forces shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board. Members of special committees may include persons who are not on the Board.

ARTICLE IV (OFFICERS OF THE BOARD OF DIRECTORS AND THEIR DUTIES)

Section 1. The Chair of the Board shall preside at the meetings of the Board and shall perform the duties usually associated with a presiding officer. The Chair shall be in frequent communication with the Director and visit the School on a regular basis. The Chair shall institute the annual evaluation of the Director. He/she shall have signature rights on all accounts of the ELC.

Section 2. The Vice-Chair shall preside at meetings of the Board in the absence of the Chair. The Vice-Chair shall serve as liaison to the St. Mark Property Ministry. He/she shall attend a minimum of two (2) Property meetings per year and shall maintain an open line of communication with the Chair of the Property Ministry. The Vice-Chair of the Board shall petition Property and/or Session for any needs that fall within their domains. The Vice-Chair shall have signature rights on all accounts of the ELC.

Section 3. The Secretary shall keep attendance and accurate, timely minutes of the ELC Board meetings. He/she shall maintain the minutes in a permanent, public record. In the absence of the Secretary, the Chair of the Board may appoint a member (other than the Director) to take the minutes.

Section 4. The Treasurer shall work closely with the Director and have a working knowledge of the bookkeeping procedures of the School. He/She shall have signature rights on all accounts of the ELC. The Treasurer shall review and bring to the board an updated report reflecting financial activities since the prior meeting. He/she shall be Chair of the Budget Committee. The Treasurer of the ELC shall be the Board's liaison to the Finance Ministry of St. Mark Presbyterian. He/she shall attend a minimum of (2) Finance Ministry meetings and shall keep the Finance Ministry up-to-date on the financial status of the ELC. Provision shall be made by the Treasurer for an annual audit of the accounts of the ELC. The Finance Ministry of St. Mark shall perform an annual audit of ELC financial records. . The Treasurer will give a report of the results of the audit to the St. Mark Finance Ministry, Session and the Board.

ARTICLE V: (THE SCHOOL DIRECTOR)

Section 1. The Director shall be appointed by the Board by an affirmative vote of a least two-thirds (2/3) of the members attending the meeting (a quorum being present) and ratified by Session.

Section 2. The Director, subject to the direction and control of the Board under the provisions of the Bylaws, shall have the full day-to-day power over and responsibility for the management of the School. For purposes of monitoring daily operations, the ELC Director will report to the Pastor/Head of Staff. The Pastor/Head of Staff also has responsibility for substantively contributing to the annual review of the Director (see Article II section 1).

Section 3. The Director shall bring matters to the attention of the Board as are appropriate to keep the Board fully informed to meet its responsibilities.

Section 4. The Director shall have the power, on behalf of the Board and St. Mark, to sign any and all contracts for which funds have been allocated and authorized by the Board in the approved operating budget, or in any capital budget or emergency expenditure authorized and approved by the Board. In the event the amount is in excess of the budgeted amount the Director will bring it to the Board and /or Session for approval. Checks will be signed by one of the designated Board members and a voucher system will be used.

Section 5. The Director shall draft the annual budget projections for review and revision as appropriate by the Budget Committee and presentation to the Board for approval.

Section 6. The Board, separate from these Bylaws, shall develop a full 'Job Description' outlining the duties of the Director. The Job Description shall be signed by the Director as proof of acceptance and understanding of said duties.

Section 7. The Director shall have seat and voice at the Board meetings but shall have no right to vote. The Director shall have no right to attend a Board meeting or portion of a meeting when his or her performance will be discussed.

Section 8. The Director may appoint voluntary positions or committees to assist with the school. The Board must approve fundraising projects that target only ELC families. The Board and Session must approve fundraising projects designed to include a community wider than the ELC families.

ARTICLE VI: (MISCELLANEOUS PROVISIONS)

Section 1. The fiscal year of the ELC shall be from July 1 to June 30.

Section 2. The school year will follow the schedule for opening, closing, and holidays as determined by the schedule published by Boerne Independent School District with slight modifications including deletion of BISD "early release" days and closing the year a day earlier than BISD.

Section 3. These Bylaws may be amended or appealed by a vote of two-thirds (2/3) of the members of the Board provided that a substantive rendering of the proposed changes is provided one (1) month before the meeting at which the vote will be taken. Session, as the final authority, must approve the Board's action.