

Bylaws of
Saint Andrew's United Methodist Day School,
a ministry of Saint Andrew's United Methodist Church of Annapolis, Edgewater, MD

ARTICLE I
Identity, Establishment, and Powers

These are the bylaws of the Saint Andrew's United Methodist Day School (dba Saint Andrew's Day School), an independent, co-educational pre-kindergarten through eighth grade school, located in Edgewater, Anne Arundel County, Maryland (the "School").

The School is established as an education ministry of Saint Andrew's United Methodist Church of Annapolis, a congregation of The United Methodist Church (the "Church"). It is organized, exists, and functions pursuant to, and is subject to, *The Book of Discipline of The United Methodist Church* (2020/2024, and as amended) ("*The Discipline*") and has such rights, powers, privileges and obligations as provided in *The Discipline* and Maryland law.

ARTICLE II
Mission and Diversity Statement

The School provides a rigorous academic background in a Christian setting that promotes the growth of mind, body, and spirit. A challenging interdisciplinary curriculum, enriched by the visual and performing arts, encourages each student to realize their own potential. A community rich in ethnic, economic, and educational diversity teaches students the inherent dignity and worth of all human beings. A commitment to environmental sustainability inspires students to become active, responsible stewards of the natural world. A strong religious education program creates good citizens whose commitment to service manifests a deep respect for themselves and for others.

The Church, and by extension the School, is rooted in United Methodist grace-based theology and celebrates the diversity of humanity as a gift of God. As we live out the United Methodist brand promise "Open Hearts, Open Minds, Open Doors," we proclaim that all people are of sacred worth, without regard to race, ethnic background, religious beliefs, gender, gender identity, sexual orientation, family composition, economic or family status, or mental and physical abilities.

ARTICLE III
Polity

The Church, and by extension the School, is accountable to *The Discipline*, *The Policies and Procedures of the Baltimore Washington Conference of the United Methodist*

Church, and the law of the State of Maryland governing nonprofit corporations. These bylaws serve as guidance in the operation of the affairs of the School.

The Unified Board of the Church (the “Unified Board”), together with the Senior Pastor, sets the vision, policy, and bounds for all missions and ministries of the Church.

The Board of Governors of the School (the “Board”) shall develop the policy and vision for the School within the bounds set by the Unified Board of the Church. The Board is accountable to the Unified Board through the Senior Pastor.

The Head of School shall direct the daily activities and overall operations of the School within the bounds set by the Board. The Head of School is accountable to the Board.

ARTICLE IV

The Board of Governors

Section 1. The Board of Governors (the “Board”) acting as the governing body of the School, shall at all times be subject and amenable to the direction of the Church, including its resolutions and guidelines, and in accordance with *The Discipline*.

Section 2. The Board shall have no fewer than seven (7) voting governors with a maximum of fifteen (15) governors.

Section 3. The Unified Board reserves the right to appoint the bare majority of voting governors to the Board. This option may be waived by the Unified Board, with notice sent to the Board before the September Annual Meeting.

Section 4. The balance of available Board seats shall be filled by the Board at its September Annual Meeting. Nominations to the Board shall be submitted by individuals to the Board Secretary, but the Board shall be free to elect such persons to the Board as it deems proper, whether or not such persons have been submitted as nominees.

Section 5. Vacancies on the Board which occur during the school year may and shall be filled by the Board.

Section 6. Members of the Board may be removed from the Board by the Board and/or by the Unified Board, at any time, with or without cause.

Section 7. The Board membership shall be made up of four categories of members:

A. Church members (with vote). These Governors are appointed to the Board by the Unified Board.

B. There shall be three (3) Grade-Level Representatives (the “Grade Level Representatives”) who shall be elected annually (with vote). There shall be

one (1) representative for the Preschool (Pre-K3 and Pre-K4), one (1) representative for the Elementary School (kindergarten through fourth grade), and one (1) representative for the Middle School (fifth through eighth grade). The Grade Level Representatives shall be a parent or guardian of a student in the school they represent, nominated by self or others, approved by the Board, and voted into position by families with students actively attending the School in those grades;

C. Members at large (with vote). There shall be two classes, the members of which shall serve for a two (2) year term, which is renewable. Candidates shall be nominated by self or others, approved by the Board, and voted into position by families with students actively attending the School. The Board will

endeavor to have the Members at Large be representative of the diversity of families of students attending the School.

D. Ex-Officio Members. Ex-officio members will be:

1. The Senior Pastor (with vote);
2. The Finance Chair of the Church (with vote);
3. The Parent Faculty Association's duly elected president (with vote); and
4. The Head of School (without vote).

Section 8. Terms and Structure Changes

A. The terms of the members shall begin at the close of the May Meeting of the Board.

B. Circumstances may dictate, from time to time, that a board member will serve for a partial term in which case a replacement member chosen by the Board will fulfill the remaining portion of the term.

C. The membership structure of the Board shall be subject to change as needs of the School dictate and as approved by the then-sitting Board.

Section 9. Regular meetings of the Board of Governors shall be scheduled monthly and held at least once every other month. Dates and times of regular meetings will be determined by the newly seated Board at the September Annual Meeting.

Section 10. Special meetings of the Board may be called by the Senior Pastor, the Chair of the Board, or upon the written (including electronic) request of any five members of the Board.

Section 11. Notice of all regular meetings (10 days prior) and special meetings (3 days prior) shall be given to each Governor by electronic communication for the transaction of the business stated in the notice.

Section 12. A quorum shall consist of one third of the number of the Governors in office. The acts approved by a majority of those present at any meeting, at which a quorum is

present, shall constitute the acts of the Board. Less than a quorum may adjourn a meeting until a quorum is present.

Section 13. A Governor may attend by telephone or other remote device which allows the remote Governor to hear and participate in business conducted in-person at the meeting.

Section 14. An action of the Board may be approved by electronic means only if that action is approved by unanimous consent.

Section 15. The District Superintendent or the Resident Bishop of the Baltimore-Washington Conference or the Annapolis District Superintendent may be present for any or all meetings of the Board by their own desire or the Board's request.

ARTICLE V

Duties of the Board

Section 1. The duties of the Board as applied to the Governors shall be as follows:

- A. To be responsible for the direction and governance of the School in accordance with the policies and objectives of the Church and the standards of the Association of Independent Maryland & DC Schools ("AIMS"), the Middle States Association, and the Maryland State Department of Education.
- B. To work with the Senior Pastor and Unified Board to implement a program of mission and ministry to the School.
- C. To ensure that the School is related functionally and cooperatively to the Church.
- D. To provide fiscal oversight of the School, to ensure sound accounting practices, and to ensure proper record keeping and reporting.
- E. To establish a budget and be supportive of the fundraising needs of the Blue Heron Fund, to the extent that funding is not provided by grants and/or the Church. In addition to the Board, the Head of School has a direct responsibility in

carrying out these duties. This budget must be approved by the Unified Board annually.

F. To ensure the care and condition of all School facilities, as designated by the Unified Board.

G. To review and make recommendations to the Unified Board and Head of School regarding the safety, security, and emergency procedures of the School.

H. To assume responsibilities and actions as directed by the Unified Board as it may relate to changes in the duties described above.

I. To provide monthly reporting to the Unified Board, either through the Board President or through the Head of School.

J. To ensure the ongoing strength and continuity of the Board through a process of self-perpetuation. This includes recruiting and training new members, orienting trustees to the school's mission and values, and supporting regular evaluation of the Board's organization, effectiveness, and deliberative processes. The Board shall engage in ongoing professional development and maintain a reflective, well-informed, and inclusive decision-making approach that values diverse perspectives and voices.

Section 2. Limitations of powers, pursuant to *The Discipline*.

A. As a ministry of the Church, the Board may not in its sole and absolute discretion pledge the credit of the Church or School, nor encumber Church property.

B. The Unified Board reserves the right to further limit the duties of the Board.

ARTICLE VI Officers of The School

Section 1. The Head of School shall function as the Chief Executive Officer of the School and carry out the policies of the Board. The Board of Governors shall appoint members of the Board to serve as Treasurer and Secretary for the School. Those officers shall have such duties, powers and rights as provided by the Conference, *The Discipline*, and Maryland law.

Section 2. The Board shall have Officers as elected at the May Meeting.

A. Chair. The Chair shall preside at meetings of the Board, shall call special meetings of the Board as necessary, shall serve as ex-officio member of each

standing committee and shall have such other powers as are normally reserved to the Chair of a non-profit organization.

B. Vice-Chair. The Vice-Chair shall assist the chair and deputize in their absence. In the unlikely case of the inability of the Chair to continue to perform their duties, the Vice-Chair facilitates the voting in of a replacement chair.

C. Secretary - The Secretary of the Board shall be responsible for and make necessary arrangements for:

- a. the issuance of notices of meetings of the School and the Board;
- b. the keeping of minutes of all meetings of the School and the Board;
- c. the custody of all records and documents of the School except those required to be kept by the Treasurer/Finance Committee Chair;
- d. the maintenance of the register and contact information for the Governors.

D. Treasurer - The Treasurer of the Board shall review the financial integrity of the School, render financial statements to the Governors when required, and shall perform such other duties and responsibilities that normally fall to the Treasurer of a non-profit organization.

ARTICLE VII

Committees

Section 1. The Executive Committee.

A. The Executive Committee shall be established to carry out executive duties and make recommendations to the full Board for approval. Membership shall be limited to the Senior Pastor, the Chair of the Board, and one (1) Governor who is a member of the Church.

B. The Executive Committee's duties will include: to provide a written employment agreement for the Head of School, confer with and counsel the Head of School, to set forth major responsibilities and evaluate the performance and ministry of the Head of School annually, to recommend contract bonuses for the Head of School to the Board and Unified Board in turn, to develop and

approve written job descriptions for the Head of School, and to interview candidates and to recommend candidates for hiring to the Board.

C. The Executive Committee may require the Head of School to leave any meeting of the Board for discussions surrounding the Executive Committee's duties.

Section 2. Regular Committees

The Board of Governors shall be organized into committees that meet the needs of the School at the time; for example, a Finance Committee, a Facilities Committee, and an Outreach Committee, and others. Each committee will be led by a Governor and may have committee members not on the Board. Change in team structure may be authorized by the Board of Governors from time to time, and other ad hoc committees may be appointed by the Chair, as necessary. The Chair shall appoint all members to committees, unless otherwise provided by the Board. The members of committees shall serve for such time as may be determined by the Chair or the Board at the time of their appointment.

ARTICLE VII

Fiscal Year and Audit

The School's fiscal year begins on June 1 and closes on May 31. An annual review of the School's books shall be conducted by an independent auditor. All results and recommendations from the independent auditor shall be made available for the Board's review.

ARTICLE IX

Indemnification

Section 1 Indemnity.

Each Governor, officer, employee, or agent of the School shall be indemnified by the School against expenses including legal fees (on an attorney) and disbursements, reasonably incurred by them in connection with any action, suit or proceeding to which they may be made a party by reason of his or her being or having been a Governor, officer, employee, or agent of the School, except in relation to matters as to which they shall be finally adjudged in such action, suit or proceeding to have been Derelict in the performance of their duty as a Governor, officer, employee, or agent. "Derelict" shall mean grossly negligent, criminally negligent or intentionally

engaged in tortious conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the School.

Section 2. No Governor or Officer liable for acts of another Governor or Officer.

No Governor or Officer for the time being of the School shall be liable for the acts, neglects, or defaults of any other Governor or officer of the School or for joining in any receipt or act for conformity. or for any loss, damage, or expense happening to the School through the insufficiency or deficiency of title to any property acquired by order of the Governors for or on behalf of the School, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the School shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person, firm, or corporation with whom or which any funds or property of the School shall be lodged or deposited, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of their respective office or trust or in relation thereto, unless all or any of the same shall happen by or through the willful act, default, or neglect of such Governor or Officer.

Section 3. Insurance.

The School shall purchase and maintain insurance for the benefit of any or all Governors, officers, employees, or agents against personal liability incurred by any such person as a Governors, officers, employees or agents.

**ARTICLE X
Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the transactions of the Board of Governors in all cases to which they are applicable and in which they are not inconsistent with these bylaws or any special rules the Board of Governors may adopt.

**ARTICLE XI
Amendment of Bylaws**

Section 1. These bylaws may be amended at any meeting of the Board of Governors by the affirmative vote of a two-thirds majority of the total membership of the Board as then constituted, provided that notice of the proposed amendment shall have been sent to the members of the Board at least ten days in advance and the notice of such

meeting clearly sets forth the proposed changes which are to be considered. Amendments must be confirmed by the Unified Board in writing before taking effect.

Section 2. No bylaw may be amended or adopted if such amendment or adoption would be inconsistent with federal, state, or county law, *The Discipline*, or *The Policies and Procedures of the Baltimore-Washington Conference of the United Methodist Church*.

Date Approved by the Board of Governors: April 24, 2025

Date Approved by the Unified Board: April 29, 2025

Effective Date of Bylaws: April 29, 2025