

**NOTE first, Article 2 and 4 from the ARTICLES OF INCORPORATION OF  
[NAME] REFORMED EPISCOPAL SCHOOL**

**ARTICLE 2.  
NON-PROFIT CORPORATION**

The School is a nonprofit corporation. Upon dissolution, all of the School's assets shall be distributed to an organization exempt from taxes under Internal Revenue Section 501(c)(3) for one or more purposes that are exempt under Texas franchise tax or to the State of [NAME]. The School shall be the successor to the integrated auxiliary ministry of [NAME] Reformed Episcopal Church which had been doing business as [NAME] School that is located in City, State. The incorporators have been authorized to execute these Articles of Incorporation by the consent of the majority of the officers of the parent corporation, [NAME] Reformed Episcopal Church, according to the constitution and charter of corporation.

**ARTICLE 4.  
PURPOSES**

The purposes for which the School is organized are to perform religious, educational, and charitable activities within the meaning of Internal Revenue Code Section 501 (c)(3) and Texas Tax Code Section 11.18(c) and in conformity with the Bylaws of [NAME] Reformed Episcopal Church and the Constitution and Canons of the Reformed Episcopal Church.

## [NAME] REFORMED EPISCOPAL SCHOOL BYLAWS

These Bylaws (referred to as the "Bylaws") govern the affairs of [NAME] REFORMED EPISCOPAL SCHOOL, a nonprofit corporation and subsidiary ministry of [NAME] REFORMED EPISCOPAL CHURCH, doing business as [NAME] SCHOOL in NAME County, STATE (referred to as the "School" or [NAME] SCHOOL), organized under the STATE Non-Profit Corporation Act (referred to as the "Act").

### ARTICLE 1. NAME

The name of this school system shall be [NAME] Reformed Episcopal School, which may also do business in NAME County, STATE with the name [NAME] SCHOOL.

### ARTICLE 2. BOARD OF TRUSTEES

Section A. An Auxiliary Body. [NAME] Reformed Episcopal School is an incorporated subsidiary of its parent organization, [NAME] Reformed Episcopal Church, as described in IRS section 1.6033-2(g)(1), and confirmed as such by IRS ruling dated 16 November 2009, and is thus exempt from filing Form 990 annually, though Form 5578, must still be filed. As an affiliated auxiliary body whose ministry is fully integrated within the church, being formed and sustained with the approval of the Rector on advice from the Parish Council.

Section B. Officers. The Board of Trustees shall be made up of the Rector, Head of School (or appointed lead Administrator), and at least one vestryman and one parent. It shall be organized in the following manner:

- Chairman – Rector (or Senior Warden, in his absence) of the Parish, *ex officio*
- Secretary - to be chosen annually by the Trustees
- Treasurer - to be chosen annually by the Trustees

Section C. Number of Trustees. The number of Trustees, including the ex-officio members, shall be an uneven number of at least five to a maximum of nine.

Section D. Eligibility to Serve. The Board of Trustees shall be comprised of members in good standing of a Reformed

Anglican School Association, Model Bylaws

Episcopal Church, though non-parish members approved by the Chairman and Head of School may serve on committees for the Trustees. Names to be considered for Board vacancies or expired terms 1) shall originate from either the Vestry of [NAME] Reformed Episcopal Church or from the Board of Trustees, 2) shall be submitted to the Nominations Committee of the parish as constituted in Article II, Section 1, of the parish bylaws, which shall upon review, submit nominees to fill the vacancies to 3) the Vestry for final approval.

Section E. Term of Service. The term of service for each Trustee shall be two years, the Board being divided into two classes of approximately equal members of Trustees. The expiration date for each term of service shall be at the first Trustee meeting of the school budget year, normally scheduled in July, when the new class of Trustees begins its term of service. Trustees may be elected for one or two years so as to maintain the best numerical balance between classes.

Section F. Vacancies. Vacancies on the Board shall be filled by appointment by the Rector, upon advice of the Head of School (or lead administrator) and Parish Council, of a vacancy occurring for the remainder of the un-expired term.

Section G. Ex-officio members. *Ex officio* members shall have full voting privileges on the Board of Trustees. No meeting shall be official unless presided by the Chairman. In the case of the Chairman's absence or by his own act of recusal, or if the office of Rector or Minister-in-Charge is vacant, the Sr. Warden of the parish shall serve as acting Chairman with all the rights and duties of the Rector.

Section H. Meetings.

1. Scheduled Meetings. The Board shall meet no less than three times annually, with two meetings occurring during the academic year. At all meetings of the Board, business shall be generally conducted in accord with the Rules of Order adopted by the Reformed Episcopal Church (a simplified Robert's Rules of Order) at its triennial General Council and used at Diocesan Synods.
2. Special Meetings. Special meetings of the Board of Trustees may be called by the Chair of the Board or by a majority of the Board members. Notice of the purpose of the meeting as well as the time and place of all special meetings of the Board of Trustees shall be given to each Trustee by telephone 48 hours prior to the scheduled special meeting. No other business than that which was communicated may be done at that meeting.
3. Emergency Action. In an emergency, the Chair of the Board may poll the full Board to secure authorization for a given course of action.
4. Attendance via Communication Equipment. Meetings of the Board of Directors may be held through any communications equipment if all persons participating can hear each other and participation in a meeting via such communications equipment shall constitute presence at such meeting.

Section I. Quorum. The presence of a simple majority, which shall include the Chairman, the Head of School (or designated lead administrator), and one other officer of the Board, shall constitute a quorum for the conduct of business.

Section J. Financial Operation. The Board shall be responsible for the sound financial operation of the school. It shall maintain accurate financial records, and determine how funds are distributed.

Section K. Records. The Board of Trustees shall keep correct and complete books, minutes, and records of the account of the School.

Section L. Trustee Compensation. Members of the Board of Trustees shall receive no compensation for their services. The Board may authorize the reimbursement of expenses incurred by any Board member in the performance of official business for the school or the Board.

### **ARTICLE 3. RESPONSIBILITIES OF OFFICERS**

Section A. Chairman. The Rector shall be Chairman *ex officio* and shall preside over the Trustee meetings. In the event of the Chairman's absence or a ministerial vacancy in the parish, the protocol of Article 2, Section G. shall be followed.

1. It shall be the Chairman's duty to enforce these bylaws, set the meeting agenda, preserve order and decide all questions of order, subject to appeal by two Trustees to the Parish Council.
2. The Chairman shall form and appoint both standing and special *ad hoc* committees.
3. The Chairman shall be notified by all committee chairmen of meetings scheduled, and may attend those meetings *ex officio*.

Section B. Secretary. The Secretary shall keep minutes of all meetings of the Board of Trustees, shall be the custodian of the School corporate records kept in the parish office, shall give all notices as required and generally shall perform all duties pertaining to the office of secretary.

Section C. Treasurer. The Treasurer or his designate shall be the custodian of the School funds, shall keep full and accurate accounts of receipts and disbursements in the books, and shall be responsible to keep the monies of the School in a separate account. The accounting records shall follow generally accepted accounting principles (GAAP) and shall be subject to review by the Treasurer of Vestry of [NAME] Reformed Episcopal Church with a report submitted to the Vestry as an auxiliary body of the parish in accord with Article VI, Sections 2 and 4 of the parish Bylaws.

### **ARTICLE 4. RESPONSIBILITIES OF THE BOARD OF TRUSTEES**

Section A. Budget. The Board must approve an annual budget for the upcoming school year and present the same to the Vestry when the academic year begins.

Section B. Policies. The Board of Trustees shall review, approve, and through the Head of School, oversee school policies in accord with these bylaws.

### **ARTICLE 5. INSTITUTIONAL ACCOUNTABILITY**

Section A. Operational Standards. [NAME] Reformed Episcopal School is an educational ministry of [NAME] Reformed Episcopal Church and exists under the protection of the Reformed Episcopal Church. Operational oversight rests with a Board of Trustees to function in accord with the standards of the Reformed Episcopal Church set forth in the opening sentences of these Bylaws. Should it become necessary to bring final resolution to an employee-school dispute, the Diocesan Bishop (or his designate) shall serve as arbiter in a final court of appeal, upon satisfying the protocols for conflict resolution set forth in the most current Employee Manual and/or the parish Policies and Protocols Manual.

### **ARTICLE 6. COMMITTEES**

The Board may maintain standing committees and *ad hoc* committees as are deemed necessary to distribute the work of the Board among the various members, and to involve the parents, teachers, or other qualified persons in providing counsel to the Board.

### **ARTICLE 7. FISCAL YEAR**

The fiscal year of the School shall begin on the first day of January and end on the last day in December in each year. The annual budget for the School shall begin the first day of July and end the last day of June, with an annual budget update being made, as necessary, in conjunction with the last day of the accounting (fiscal) year in December.

### **ARTICLE 8. AMENDMENTS**

Amendments proposed by the Board of Trustees shall be ratified or annulled by the Vestry of [NAME] Reformed Episcopal Church. Such Proposals may be formed by two-thirds vote of those Board Members present and voting at any regular meeting of the Board, provided that the amendment has been proposed in writing at the previous regular meeting. The Secretary shall notify the members of the Vestry of [NAME] Reformed Episcopal Church in writing of the proposed amendment at least ten days before the next regular Vestry meeting.

### **ARTICLE 9. WAIVER AND DISSOLUTION**

**WAIVER OF INTEREST IN SCHOOL PROPERTY.** The Parish shall own all real and personal property, including all improvements located on the property and acquired by the School, as a parish ministry. A Trustee shall have no interest in specific property of the School. Each Trustee hereby expressly waives the right to require partition of all or part of the School's property.

**DISSOLUTION.** In the event of the dissolution of [NAME] School, all real and personal property belonging to the School shall be distributed by the Board of Trustees according to the laws governing 501(c)(3) organizations, and any other state or federal laws that may apply at the time of dissolution. Accordingly, any School's assets shall first be distributed to the Vestry of [NAME] Reformed Episcopal Church of the Diocese of NAME of the Reformed Episcopal Church, or secondly, to the Diocese of NAME of the Reformed Episcopal Church, or after that, the Trustees, under the direction of the Vestry of the Parish or upon advice of the Diocesan Bishop, shall disburse any remaining property to another organization which is exempt from taxes under Internal Revenue Code Section 501(c)(3).

### **ARTICLE 10. INDEMNIFICATION**

The School shall indemnify every Trustee, officer, or other person related to the School, or such person's heirs, executors and administrators, against all loss, costs and expenses, including counsel fees, reasonably incurred by him in connection with any action, suit or proceeding, or threatened action, suit or proceeding, to which the person may be made a party by reason of his being or having been a Trustee, administrator or other person related to the School, except as to matters to which he shall be finally adjudged in such action, suit or proceeding, to be liable for gross negligence or willful misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the School is advised by legal counsel that the person to be indemnified was not guilty of gross negligence or willful misconduct in the performance of his duty as such Trustee, officer, or other person in relation to the matter involved. The foregoing rights shall not be exclusive of other rights to which such a person may be entitled.

### **ARTICLE 11. MISCELLANEOUS PROVISIONS**

**Section A. LAWS OF TEXAS.** The bylaws shall be construed in accordance with the laws of the State of Texas. All references in the bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

**Section B. LEGAL CONSTRUCTION.** If any bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision, and the bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the bylaws.

**Section C. HEADINGS.** The headings used in the bylaws are used for convenience and shall not be considered in construing the terms of the bylaws.

**Section D. GENDER.** Wherever the context requires, all words in the bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

Section E. NON-DISCRIMINATION. Admission and advertising materials and student handbooks shall contain language reflecting the following policy:

[NAME] Reformed Episcopal School admits students of any race, color, or national or ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, or national or ethnic origin in the administration of its educational policies, admissions policies, scholarship and loan programs, athletic programs, or other school-administrated programs.

The Policies and Protocols Manual of the Parish shall further specify the implementation of the non-discrimination policy as needed.