

**Palos Park Day Care and Learning Center
The Episcopal Church of the Transfiguration
By-Laws**

Preamble

The mission of the Day Care and Learning Center (DCLC) is as follows: To offer a needed service in the form of a caring and safe academic learning center and day care service for the children of our community and to provide a source of income for The Episcopal Church of the Transfiguration to accomplish its ministry.

Article I

Board of Directors

Section 1: Composition. The DCLC Board of Directors shall consist of 9 members. Eight members shall be elected by the parish and one member will be appointed by the Vestry from its own membership. The Vestry appointed member shall be a full voting member of the DCLC board.

Section 2: Term of Office. The eight members elected by the parish shall serve 3 year terms.

Section 3: Election. The eight members elected by the parish shall be chosen by the parish at the January annual meeting of the membership, under a system providing for the election of three members two years in a row and two members in the third year of the cycle. (This cycle may be adjusted to accommodate the term of the Chair ... see Section 6, Subsection A.) Rules regulating these elections shall be the same as those governing the election of the Vestry members.

Section 4: Eligibility. All Board members shall be members in good standing of the Church of the Transfiguration. No church member with a child enrolled in the DCLC shall be eligible for service on the DCLC Board. Board members and the Vestry appointed member may not succeed themselves in office and must be off the Board for 1 year before being eligible again.

Section 5: Vacancies. If a vacancy shall occur among the Board members, the DCLC Board shall appoint a new member to fill out the remainder of the term associated with the vacancy. Nominations for such appointment may be made by individual DCLC Board members or the Vestry by majority vote.

Section 6: Organization. At the February meeting following the election of new Board members, the Board shall elect, from among its own membership, a Chair, a Vice-Chair, Secretary and Treasurer and other officers at the Board's discretion.

Subsection A: The Chair. The Chair shall preside at DCLC Board meetings. The term of the Chair will be two years and the eligible candidate must have at least one year of experience on the Board, either currently or in a previous term. The two year term as Chair may require the individual's 3-year term on the Board to be extended, at which point the number of members

elected to the Board for that year/ cycle will be reduced by one, thereby maintaining 8 elected members.

Subsection B: The Vice-Chair. The Vice-Chair shall preside in the absence of the Chair or should a vacancy occur in the office of the Chair, until a Chair is seated according to rules for filling of that office.

Subsection C: Secretary. The Secretary shall record and maintain minutes of meetings of the DCLC Board, making available such minutes to the Vestry.

Subsection D: Treasurer. The Treasurer shall be responsible for maintaining the financial records of the DCLC in accordance with the Board's fiscal and budgeting requirements. Recognizing that the office of Treasurer requires special skills, the Board, in its discretion, may choose to elect a Treasurer from outside its membership. Should the Board choose to do so, the individual elected Treasurer shall not be a voting member of the Board.

Subsection E: Other Officers. The Board may, in its sound discretion, create and fill other offices that are compatible with, and necessary to, the fulfillment of the mission of the DCLC.

Article II

Authority & Responsibility of the Board

Section 1: Appointment of Director. The DCLC Board shall have the authority to appoint the DCLC Director. The Director shall serve at the pleasure of the DCLC Board, and will manage the day to day operations of the DCLC. While the Director will be required to attend all Board meetings, it will be a non-voting position.

Section 2: Budget. The Board will adopt annually a balanced budget for the coming fiscal year. The fiscal year shall be determined by the Board as one that is compatible with the operations of the DCLC. A budget resolution shall be submitted for Vestry approval prior to its adoption by the DCLC Board. Each month the Board will prepare a report on its financial operations in relation to its budget and submit that report to the Vestry.

Section 3: Insurance. The Board has the authority and responsibility to ensure that proper insurance for DCLC's operation, which includes Director's insurance for the Board members themselves, is in effect.

Section 4: Other Authority. The Board shall have the authority to take actions which are consistent with the mission of the DCLC and are not limited by the following areas requiring Vestry approval.

Article III

Areas Requiring Approval by the Vestry

Section 1: Physical Facilities. Any action proposed by the DCLC Board which will result in permanent changes to the physical facilities belonging to The Episcopal Church of the Transfiguration shall require prior approval by the Vestry.

Section 2: Financial Expenditures. The annual budget and any action proposed by the DCLC Board which will cause the Board to exceed its approved budget shall require approval of the Vestry. The Board shall have the discretion to adjust between budgeted line items in its budget during a fiscal year without Vestry approval on a dollar for dollar basis.

Section 3: Transfer of Funds. The method and amount of funds transferred from the DCLC to the Episcopal Church of the Transfiguration from DCLC income shall be determined by the Vestry, after consultation with the DCLC Board.

Article IV

By-Law Adoption & Amendment

Section 1: By-Law Adoption. When both the Vestry and the DCLC Board have adopted, by resolution of a simple majority of each body, these DCLC By-Laws, these By-Laws shall become effective.

Section 2: Amendments. Any member of either the Vestry or the DCLC Board may propose amendments to these By-Laws, by motion to the body of which the movant is a member. If such an amendment is adopted by both bodies by majority vote, that amendment shall become effective in accordance with its terms.

Adopted by the Vestry June 11, 1996