

**Holy Family Day Care Center  
Chapel Hill, North Carolina**

**BY LAWS**

**I. Purpose, Roles and Responsibilities**

**A. Purpose**

Like most cities in our nation, our community is faced with a critical unmet social need -- providing quality, affordable day care for preschool children of working parents. The crisis in child care has profound ramifications and requires participation by all sectors of society: families, businesses, governments, schools, and churches.

To assist in meeting this huge need locally, the Church of the Holy Family, as part of its outreach ministry, has created and supported the Holy Family Day Care Center. This Center is a nonprofit, nondenominational, full-time, preschool, AA rated, child care facility. It provides high quality care and age appropriate education in a loving, stimulating, cheerful, and secure environment.

The Center operates on Church property and receives overall policy direction, financial assistance, and volunteer participation from the Parish.

**B. Roles**

The ultimate control of and accountability for the Holy Family Day Care Center (HFDCC) rests with the Vestry of the Church of the Holy Family. The Vestry delegates both policy making functions and day-to-day management to the HFDCC Board of Directors (hereafter referred to as Board). The Board then delegates day-to-day management to the Center Director. Center operations shall be in accordance with the stated goals and policies outlined in the By Laws, Operational Policy, and the Personnel Policy.

**1. Responsibilities of the Vestry and Rector**

- a. Approve amendments of By Laws, Operational Policy, and the Personnel Policy.
- b. Advise and provide final consent on the selection and termination of Center Director as recommended by Board of Directors.
- c. Appoint the following positions to the Board of Directors:
  1. Board Chair
  2. Vestry Liaison
  3. Comptroller

d. Approve the appointment of the following positions as presented by the Vestry Liaison as recommended by the Board of the Directors. These persons need not be members of the Board.

1. Treasurer or agent(s) given authority to sign checks

e. Review and approve monthly financial reports, quarterly operational reports, and annual budget.

f. Take necessary and appropriate action to fulfill the purpose of the Center and to provide direction to the Board.

2. Responsibilities of the Board

a. Establish and approve all policies of the Center.

b. Hire, terminate, and supervise the Center Director.

c. Insure that there is an annual evaluation of the Center Director, conducted jointly by the Board Chair and Personnel Committee Chair.

d. Insure sound fiscal management, including review of monthly financial reports, quarterly reports, and approval of annual budget. Initiate and support fund raising efforts as appropriate.

e. Promote harmonious relationships with staff through maintaining fair and supportive policies, appropriate compensation levels, and an open, challenging and enabling work environment.

f. Maintain relationship with Vestry and Rector to promote collegiality as a team member of the parish staff and to assist in issues regarding shared space.

3. Responsibilities of the Center Director

a. Report to the Board of Directors, including the maintenance of close communications with the Board Chair.

b. Insure implementation of all Center policies.

c. Hire, supervise, evaluate, and terminate staff according to the provisions of the Personnel Policy.

d. Maintain all aspects of the program to assure that federal, state, and county licensing requirements are met.

e. Maintain close communications with Rector, specifically as the HFDCC is the major outreach program of the church, to keep interested parties informed, to assist in coordinating joint use of facilities, and to coordinate the overlapping roles of personnel when applicable.

f. Discharge responsibilities outlined in Center Director's job description as written by the Board.

## **II. Board**

### **A. Number and Appointment of Members**

The number of members appointed to the Board will be at least eight and not more than eleven. In addition, the Center Director shall be a non-voting, ex officio member of the Board.

In addition to the positions directly appointed by the Vestry as mentioned in section I. B. 1. c., the Outreach Committee of the Church of the Holy Family will appoint one of its members each year to serve on the Board. No person may serve in more than one position concurrently.

At least four parents of children enrolled in the Center will be selected each year to serve a two-year term on the Board. These four positions will be selected to staggered terms to insure continuity on the Board. The Board Chair will coordinate the selection process.

The Chair of the Board may appoint up to two additional members to the Board (within the limit of eleven total memberships of the Board). These may be parents, members of the Outreach Committee, a former chairperson, a former Vestry liaison, a parishioner at large, etc. The purpose of these allowable additional appointments is to give the Chair flexibility to recruit added talent, further involve active volunteers, to retain experience, and to train potential future Chairs.

The Chair may also recruit at-large, non-voting members for specific tasks and committee assignments as needed, in conjunction with Section IV. F.

### **B. Terms of Board Members**

The terms of the Vestry member serving as Liaison and the Comptroller shall be for one year, renewable annually each April at the discretion of the Vestry. Continuity in these positions is especially desirable. The term of the Board Chair shall be for one year, beginning in January, renewable for no more than three years.

The terms of the other Board members shall be for two years. Such Board members may be reappointed for one additional term. After two successive terms of service, the member must rotate off the Board for at least one year before being eligible for reappointment.

#### C. Board Member Vacancies and Renewal

Vacancies that may occur in Board membership shall be filled by the appropriate group. Appointments to fill such vacancies shall be for the remainder of the expired term only.

The Vestry can remove any of its appointees serving as Liaison, Board Chair or Comptroller. The Board can remove any other Board member from membership by vote of the Board if performance is deemed unsatisfactory.

#### D. Board Member Compensation

Board members shall not receive any compensation for their service to the Board.

### III. Board Officers

#### A. Officers of the Board

The Board officers shall be the Chair, the Vice-Chair, the Comptroller, the Vestry Liaison, and the Secretary. The Vice-Chair and the Secretary shall be elected from the Board membership by the Board members for a term of one year and may be reelected for up to three additional terms of one year each.

#### B. Duties of Board Officers

1. The Board Chair shall call and preside at all meetings of the Board and its Executive Committee. The Chair shall appoint the heads of any other Board committees, with the approval of the full Board. The Chair and the Director shall prepare an annual report to the parish. In addition, the Chair will perform such other duties as requested by the Vestry and those usually pertaining to that office.
2. The Vice-Chair shall perform the duties of the Chair in her/his absence.
3. The Vestry Liaison shall assist the Board Chair as they jointly agree. The Liaison, with input from the Chair, the Comptroller, and the Director, will report monthly to the Vestry on the operation of the Center. As stated in section I. B. 1. d, the Liaison will submit the recommendations of the Board for appointees to the Treasurer and check-signing agent positions.

4. The Board Secretary shall record all proceedings of the Board and its Executive Committee and send to members copies of minutes of all meetings and notices of all impending meetings in accordance with Section IV. A. The Secretary shall conduct all correspondence of the Board. In addition, the Secretary shall write the "Board News" for the parent newsletter and submit it to the Director prior to the first of each month.

5. The Comptroller shall be responsible for the record keeping, analysis, control, reporting and planning of the finances of the Center. The Comptroller shall:

a. Work closely with the Treasurer of the Church of the Holy Family and the Vestry Finance Committee to insure:

1) Compatible record keeping and reporting.

2) Optimum utilization of church staff and computer resources.

3) Hiring of part-time bookkeeping if that is jointly deemed necessary.

b. Render a printed statement of the current and year to date financial condition of the Center to both the Vestry (via the Vestry Finance Committee) and the Executive Committee of the Board in time for their monthly meetings.

c. Chair the Day Care Board Finance Committee and oversee the preparation of the annual budget in accordance with Section IV. E.

d. Supervise the Treasurer or check-signing agent(s).

e. Coordinate accounting and reporting with church bookkeeper, the Church Finance Commission, and the Church Treasurer as necessary, particularly with regard to audits.

#### C. Officer Vacancy

Any vacancy of the positions of Liaison or Comptroller shall be filled by the Vestry. Any vacancy of the Board Chair shall be filled according to procedures outlined in section I. B. 1.

c. Any vacancy of the positions of Vice Chair or Secretary shall be filled by election of the Board. Any appointment to fill such vacancies shall be for the remainder of the expired term only.

## **IV. Board Meetings and Committees**

### **A. Board Meetings**

The full Board shall meet on a regularly scheduled basis, no less than eleven times a year, at a previously agreed time. Notice of regular meetings shall be sent to each member by the Board Secretary at least one week prior to the meeting.

Attendance at regular meetings of the Board is considered mandatory as a condition of satisfactory membership. Two successive unexcused absences will be considered possible cause for removal of the member from the Board.

Other Board meetings may be convened at the discretion of the Board Chair. Action taken during these meetings will be considered to be informal until ratified at the next regular meeting.

### **B. Meeting Quorum and Voting**

A majority of the voting members of the Board shall constitute a quorum for the transaction of any business at any meeting of the Board. Motions may be carried by a simple majority of those voting members present.

### **C. The Executive Committee**

The Executive Committee of the Board shall consist of the Chair, the Vice-Chair, the Liaison, the Comptroller, and the Secretary. In the absence of one of these five officers, this group may be temporarily augmented by the appropriate Committee Chair at the invitation of the Board Chair. The Executive Committee shall meet at times determined by the Board Chair. Three persons constitute a quorum and voting majority for such meetings. The Executive Committee shall act for the Board between the Board's regular meetings. Any action taken by the Executive Committee shall be subject to ratification by the full Board at its next meeting.

#### D. The Personnel Committee

The Personnel Committee shall consist of a Chair and two or more members who shall be present or previous members of the Board. At least one member of the Committee must be a current member of the Board. The Chair will be appointed by the Board Chair and approved by the Board. The Center Director will serve as an ex-officio member of this committee. The duties of the Chair shall be to:

1. Work with the Board Chair and Center Director to keep personnel policies up to date and documented.
2. Conduct an annual evaluation, with the Board Chair, of the Center Director.
3. Review the Center's salary structure at least annually.
4. Participate in staff termination interviews with the Center Director.
5. Review job descriptions at least annually.
6. Consult and advise on personnel matters as requested by the Center Director and/or Board Chair.
7. Delegate responsibilities to other member of the Personnel Committee as deemed appropriate.

#### E. Finance Committee

The Finance Committee shall consist of the Comptroller (who shall Chair), the Center Director, the Board Chair, the Center's Treasurer or check-signing agent, and other persons as approved by the Board Chair. The duties of the Chair shall be to:

1. Prepare the annual budget. This budget is to be presented to the Board for concurrence and then to the Vestry for their final approval. Presentation to the Vestry should be by November 30 of each year.
2. Maintain and insure compliance with a set of written procedures that govern all aspects of financial activity of the Center. These procedures will also detail what aspects of financial record keeping and management have been delegated to the Center Director. The Center Director must inform this committee if a parent is two months behind in tuition.

3. Delegate responsibilities to other member of the Personnel Committee as deemed appropriate.

#### F. Other Committees

The Board may choose to form other committees as considered necessary to oversee or carry on the operation of the Center. At least one member of the Board shall serve on any Board committee. The Chair of each committee, not necessarily a member of the Board, shall be appointed by the Board Chair, with the approval of the full Board. The Chair of each committee is responsible for recruiting committee members as needed.

While the exact number and responsibility of committees will vary, a typical committee structure as of August 1996 is: Fund Raising, Playground, and Parents/Volunteers.

## V. Adoption and Amendment of By Laws

A. These By Laws may be amended by a simple majority vote of the Board at two successive monthly meetings of the full Board at which there is a quorum present and submitted for the approval of the Vestry.

B. These By Laws:

1. Are a revision of those earlier adopted on November 15, 1994.
2. Approval by Board
  - a. Were approved by the Board at its first meeting on \_\_\_\_\_.
  - b.. Were approved by the Board at its second meeting on \_\_\_\_\_.
3. Were approved by the Vestry at its meeting on \_\_\_\_\_.

Revised 6/01