

Holy Trinity Greek Orthodox Church  
School Board  
By-Laws

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HOLY TRINITY GREEK ORTHODOX CHURCH  
4070 Park Avenue  
Bridgeport, CT 06604

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## School Board Governance & Operating Guidelines

### ARTICLE I Name and Purpose

Section 1: The name of the organization shall be “The Holy Trinity Greek Orthodox Church School Board” (“School Board”).

Section 2: The School Board is a ministry of The Holy Trinity Greek Orthodox Church, Bridgeport, Fairfield County, Connecticut (“Parish”).

Section 3: The School Board is organized for the purpose of providing guidance to and oversight over the operation of the Holy Trinity Greek Orthodox Sunday School (“Sunday School”) and the Holy Trinity Greek Orthodox Greek School (“Greek School”); (collectively, “School” or “Schools”).

Section 4: In providing such guidance and oversight, the School Board shall act consistently with the Mission Statements of the Schools:

Holy Trinity Greek Orthodox Sunday School: To provide students with a strong spiritual and cultural foundation rooted in Orthodoxy and Hellenism.

Holy Trinity Greek Orthodox Greek School: To provide students with Modern Greek language acquisition by developing their speaking, reading, writing, and listening skills, as well as by exposing them to the Hellenic culture, customs, history, and Orthodox traditions.

The School Board shall provide guidance to the Schools in accordance with the laws of the State of Connecticut.

Section 5: Nothing within the terms of these Operating Guidelines shall conflict with the Bylaws of the Parish.

These Operating Guidelines shall be interpreted to conform to the Regulations of the Greek Orthodox Archdioceses of America (“Regulations”) and the Bylaws of the Parish (“Bylaws”). If any conflict should arise, the Regulations and Bylaws shall govern, with the Regulations taking precedence.

### ARTICLE II Membership

Section 1: In order to become a member of the School Board, a candidate must meet the following requirements:

(A) A candidate must be a steward in good standing of the Parish according to Parish By-Laws.

(B) No paid employee of the Schools shall be eligible to serve on the School Board.

(C) No member of the Parish Council shall be eligible to concurrently serve on the Parish Council and the School Board with the exception of the Parish Council President who will act an *ex officio* member of the School Board.

Section 2: Members of the School Board shall have the following rights and responsibilities:

(A) School Board members shall support the mission of the Schools.

- (B) The School Board shall recommend and establish policies and procedures for the operation of the Schools. No policy or procedure recommended by the School Board shall conflict with the bylaws, policies, rules, and regulations of the Parish or Parish Council or the Regulations of the Greek Orthodox Archdiocese of America.
- (C) The School Board shall recommend the minimum qualifications for School personnel to the Parish Council.
- (D) The School Board shall recommend the hiring or dismissal of School personnel to the Parish Council. The Proistamenos, pursuant to the Regulations, has the right to veto a candidate recommended by the School Board and approved by the Parish Council. The School Board retains the right of final authority regarding School personnel except for hiring or dismissal.
- (E) The School Board shall recommend expulsion of students to the Parish Council. The School Board retains the right of final authority regarding student discipline except for expulsion. The Proistamenos, pursuant to the Regulations, retains the right of final authority regarding expulsion.
- (F) The School Board shall provide guidance in the establishment of the overall curriculum of the Schools.
- (G) Budget: The School Board shall recommend a budget for the operation of the Schools, which shall be submitted to the Parish Council for its approval and adoption. The budget shall include, but is not limited to:
  - (i) Registration, tuition, and other dues.
  - (ii) Financial responsibilities.
  - (iii) Personnel salaries.
  - (iv) Scholarships, awards, and financial aid.
- (H) School Board members shall maintain high levels of integrity and confidentiality; including but not limited to:
  - (i) Representing the Schools and their constituents honestly and equally, and refusing to surrender responsibilities to special interest or partisan political groups.
  - (ii) Avoiding any conflict of interest or the appearance of impropriety that could result from the position of Board member, and refraining from using the position as a Board member for personal gain or publicity.
  - (iii) Respecting the confidentiality of any privileged information obtained as a Board member.
  - (iv) Taking no individual action that might compromise the School Board, Schools, Parish Council, or Parish.
  - (v) Upholding and enforcing the decisions of the School Board while retaining the right to seek reconsideration or amendment through appropriate, respectful, ethical, and constructive means.

- (vi) Encouraging and respecting the free expression of opinion by other Board members and participating in Board discussions in a transparent, honest, and respectful manner, while always respecting the differences of opinion or perspective of other Board members.
  - (vii) Listening attentively and respectfully to School community members who address the School Board.
  - (viii) Striving for a positive working relationship with School administrators, teachers, and staff by respecting their role and responsibilities to advise the School Board, implement School Board policies, and carry out their day-to-day duties.
- (I) Participation: School Board members must make every effort to attend scheduled meetings and participate in committee work of at least one (1) committee, when applicable, hereinafter set forth in ARTICLE VI. School Board members must make every effort to prepare for and actively participate in School Board meetings and in the committees on which they serve.
- (J) Compensation: School Board members receive no compensation for their services. The School Board, however, may recommend reimbursement of any expenses incurred by any School Board member in the performance of official business for the Schools or the School Board.
- (K) Authority: No individual School Board member or Committee possesses the authority to act on behalf of the School Board or Schools unless so delegated by a vote taken pursuant to ARTICLE VII, Section 1.

**Section 3:** Conflict of Interest: In the event that any member of the School Board has a real or potential conflict of interest concerning any issue before the School Board upon which the member may be entitled to vote, that member shall advise the members of the School Board and recuse him/herself. In the event the School Board member does not recuse him/herself, the School Board shall consider whether any such conflict of interest exists, and shall make a recommendation to the Proistamenos of the Parish as to whether such member should be entitled to vote on the issue in question. The Proistamenos shall be the decisive authority as to whether or not the School Board member does or does not have a conflict of interest and whether that School Board member will be permitted to participate in a discussion of the matter in question and whether said School Board member is entitled to vote. If it is ultimately determined that the School Board member does have a conflict of interest concerning an issue brought before the School Board, that member shall be excused from the meeting during the time in which discussion and a vote on the matter takes place.

Some non-limiting examples of potential conflict of interest are:

- (A) Financial Interest:
- (i) Ownership by the individual directly or indirectly of a material financial interest in any business or firm (a) from which the School obtains goods or services, or (b) which is a competitor of the School.

- (ii) Competition by the individual, directly or indirectly, with the School in the purchase or sale of property or any property right or interest.
  - (iii) Representation of the School by the individual in any transaction or activity in which the individual, directly or indirectly, has a material financial interest.
  - (iv) Any other circumstance in which the individual may profit, directly or indirectly, from any action or decision by the School in which he or she participates, or which he or she has knowledge.
- (B) Inside Information: Disclosure or use by the individual of confidential information about the School, its activities or intentions, for the personal profit or advantage of the individual or any person.
- (C) Gifts and Favors: Acceptance of gifts or favors from any firm or individual which does or seeks to do business with, or is a competitor of, the School under circumstances which imply reasonably that such action is intended to influence the individual in the performance of his or her duties.

**Section 4: Other School Board Members**

- (A) The Proistamenos of the Parish shall serve as an *ex officio* member of the School Board.
- (B) The Parish Council President shall serve as an *ex officio* member of the School Board.

**ARTICLE III Gifts**

The School Board may accept on behalf of the School any contribution, gift, bequest, or device for the general purposes or for any specific purpose of the School, in accordance that such benefaction does not violate ARTICLE II, Section 3.

**ARTICLE IV School Board Elections and Terms of Office**

**Section 1: Election and Tenure**

- (A) The School Board shall be comprised of a maximum of seven (7) members.
- (B) School Board members shall serve a two (2) year term. No School Board member shall serve for more than three (3) consecutive full terms.
- (C) School Board members are elected to serve on the School Board by the Parish Community.
- (D) A School Board member's term commences on July 1st and terminates on June 30 of the second year. New members will be installed in July when their term commences.

**Section 2: Removal from School Board, Resignation, and Vacancies**

- (A) A School Board member may be removed from the School Board for violating any of the provisions set forth in these By-Laws. By a vote taken pursuant to

ARTICLE VII, Section 1, the School Board shall recommend the removal of a School Board member to the Parish Council.

- (B) A School Board member also may be automatically removed from the School Board without a vote of the School Board or approval of the Parish Council if said School Board member has been absent without justifiable cause and approval by the Board President for more than three (3) regular School Board meetings in one (1) school year.
- (C) A School Board member may resign at any time by giving written notification to the Board President and the Proistamenos of the Parish.
- (D) In the event of a vacancy on the School Board, before the end of term, the School Board President shall appoint the individual receiving second highest vote count of the previous election as a new School Board member. If that individual is non-existent or declines the position, then the School Board President shall appoint a member of the Parish, subject to the approval of the Parish Council and the Proistamenos of the Parish. The term of office of any person appointed to fill a vacancy will be the remainder of the vacated term. If the vacancy is not immediately filled, a new member may be elected to serve on the School Board by the Parish Community for a new term starting on July 1st.

## ARTICLE V **Officers**

### Section 1: Officer Positions

- (A) **President**: The President of the School Board shall preside over all School Board meetings; be the executive head of the School Board; prepare the agendas for all meetings of the School Board; execute on behalf of the School Board all written documents; maintain primary contact with the administrators of the School, the Parish Council and, as appropriate, the Archdiocese; and perform all other duties directed by the Parish Council or Proistamenos of the Parish, or decided by the School Board.
- (B) **Secretary**: The Secretary shall create the official minutes of the proceedings of each School Board meeting and distribute the minutes to all members of the School Board; compose and distribute on behalf of the School Board all correspondence recommended by the School Board, Proistamenos of the Parish, or Parish Council; and perform all duties incident to the office of Secretary and other such duties as from time to time decided by the School Board. The Secretary shall preside over any School Board meeting at which the President is not present.
- (C) **Treasurer**: The Treasurer shall assist in establishing and administering the annual budget for the respective Schools by working closely with the School Board and the respective Directors, and present the annual budget to the Parish Council by March 1st of each year. In addition, prior to the start of the school year, the Treasurer must present a final budget for the respective Schools to the Parish Council. The Treasurer shall develop and use a consistent budget format, and create budgetary guidelines for the respective Schools, including



but not limited to hiring and purchases over the approved annual budgetary amount. The Treasurer is responsible for maintaining accurate and complete financial records and submitting monthly budget reports for the respective Schools as required by the School Board and Parish Council. The Treasurer shall perform all duties incident to the office of Treasurer and other such duties as from time to time decided by the School Board.

- (D) Other Officers: Other officers may be recommended by the School Board and elected by a vote taken pursuant to ARTICLE VII, Section 1, and shall exercise such powers and perform such duties as may be delegated to them by the resolutions appointing or electing them, or by subsequent resolutions adopted by the School Board from time to time.

**Section 2:** Election and Tenure

- (A) The President, Secretary and Treasurer shall be elected by a vote of the School Board members taken pursuant to ARTICLE VII, Section 1. All School Board officer positions shall be held for a two (2) year term, beginning immediately after appointment or election of each officer at the first Board meeting in July of each year. There is no term limit for serving in a School Board office other than the limits specified in ARTICLE IV, Section 1.
- (B) Each officer shall hold office for the designated term unless the officer resigns or is removed mid-term. The President, Secretary, and Treasurer can be removed only by a vote of the Board pursuant to ARTICLE VII, Section 1, followed by a subsequent and confirming vote by the Parish Council. In the case of a tie vote, the Proistamenos may act as voting member.

**ARTICLE VI Committees**

**Section 1:** Committee Organization

The School Board may organize School Board committees at the School Board's discretion.

- (A) All School Board committees must be chaired by a sitting School Board member.
- (B) School Board committees may be open to administrators, teachers, staff, parents of students at the Schools, and Parish members, at the discretion of the School Board, and must be chaired by a sitting School Board member.
- (C) The School Board shall set the minimum and maximum number of members for each Committee.

**Section 2:** Committee Meetings

- (A) School Board committees may call meetings at the discretion of each committee based upon the necessary responsibilities to be performed.
- (B) Each School Board committee shall provide a report to the full School Board of tasks performed and achievements made by said committee. The report shall be made at the next regular School Board meeting following any committee meeting.

- (C) All recommendations and proposals of any School Board committee must be presented to the full School Board for approval by a vote taken pursuant to ARTICLE VII, Section 1.

**Section 3: Recommended School Board Committees**

The following Committees listed within ARTICLE VI, Section 3, may be called into existence upon need as determined by the School Board. The Committees herein are representative. The list is non-exhaustive and the presence or absence of any titled committee described herein is non-limiting. The School Board has the right to create, suspend, or dissolve a Committee by a vote taken pursuant to ARTICLE VII, Section 1.

- (A) Curriculum and Instruction: The Curriculum and Instruction Committee shall be responsible for defining the curriculum and the manner in which the curriculum is instituted. In addition, said committee shall be responsible for formulating staff development activities. The committee also shall have the responsibility of recommending the allocation of space within the School facility based upon the needs of the Schools.
- (B) Technology: The Technology Committee shall be responsible for reviewing and identifying the technology needs of the Schools, and making recommendations to the School Board. The committee also shall be responsible for drafting policies governing the use of the Schools' computers, networks, email, and Internet.
- (C) Communication: The Communication Committee shall create and maintain regular communication with parents of students at the Schools.
- (D) Fundraising & Events: The Fundraising & Events Committee shall be responsible for planning and executing fundraising and events for the Schools.

**ARTICLE VII Operating Procedures**

- Section 1:** Fifty-one percent (51%) of the School Board shall constitute a quorum for the transaction of business at any meeting. The Proistamenos of the Parish shall count towards the quorum, if present. A quorum must be present in order for a vote to occur. All votes must be taken by a motion and a second. All votes are decided by a majority. In the case of a tie vote, the Proistamenos may act as voting member.
- Section 2:** The School Board shall operate in a spirit of collegiality, shall seek consensus, and shall conduct its business in accordance with *Robert's Rules of Order*.
- Section 3:** School administrators, teachers, and staff and *ex officio* members of the School Board shall not be considered voting members.
- Section 4:** If a School Board member must be absent from a meeting, he/she may participate via telephone or video conference. Proxy votes are not permitted.

**ARTICLE VIII School Board Meetings**

- Section 1:** Regular School Board Meetings

The dates and times for regular meetings will be set by the President, and School Board members and the School community will be given reasonable notice. The first 10 minutes of meetings will be open forum for public comments, after which the School Board will act in closed session.

**Section 2:** Special School Board Meetings

Special School Board meetings may be called by the President, Proistamenos of the Parish, or Parish Council President in the event that urgent matters may occur that require the School Board's attention before the next regularly scheduled School Board meeting.

**Section 3:** Open & Closed School Board Meetings

(A) Open School Board Meetings

All regular and special open School Board meetings are public meetings. Non-School Board members may attend and be present during the open portion(s) of School Board meetings. Non-School Board members may address the School Board during the time(s) on the agenda designated for open comments unless granted special permission by the President or other presiding School Board member. See Board Policy 1.3, *Participation at School Board Meetings*.

(B) Closed School Board Meetings

The School Board may meet in a closed meeting to consider confidential or private School business matters, including but not limited to specific student or personnel issues, or other matters which, at the discretion of the President or the Proistamenos of the Parish, require the privacy of a closed meeting.

**ARTICLE IX Amendments to the School Board's By-Laws**

**Section 1:** These By-Laws may be altered, amended, repealed and by-laws may be adopted by a two-thirds (2/3) majority vote of the School Board at any regular or special meeting, provided a minimum of 10 day written advance notice has been provided to all School Board members, enumerating the proposed amendment. Any amendment to the By-Laws approved by the School Board must then be submitted to the Parish Council for final approval.

**Section 2:** Amendments may only be presented by sitting School Board members, the Proistamenos of the Parish, or the President of the Parish Council.

**ARTICLE X Indemnification of School Board Members, School Employees and School Volunteers**

**Section 1:** General: Indemnification of School Board and Officers

The School shall, to the fullest extent to which it is empowered to do so by any applicable laws as may from time to time be in effect, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the School), by reason of the fact that such person is or was a Board member, Employee or Volunteer of the School, or that such person is or was serving at the request of the School, against

all judgments, fines, reasonable expenses (including attorneys' fees) and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea to no lo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner he or she reasonably believed to be in, or not opposed to the best interests of the School, or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe his or her conduct was unlawful.

**Section 2: Other Rights of Indemnification**

The indemnification provided or permitted by this ARTICLE X shall not be deemed exclusive of any other rights to which those indemnified may be entitled by law or otherwise, and shall continue as to a person who has ceased to be a Trustee, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.