



CONVIVIAL LEARNING, INC.
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Constitution and Bylaws

Preamble

The main effort of Convivial Learning, Inc., (CLI), also known as the Antioch School, is directed toward sustaining an educational environment that generates a sense of completeness, self-responsibility, and a fulfilling experience for its children. This is accomplished by the involvement of children, student teachers, faculty, staff, parents, and Yellow Springs' community members in terms of material, financial, and personnel support. As individuals creatively relate their insights and actions, an organic continuity in experimental and innovative approaches to the children's education is evolved.

The Antioch School admits students of any sex, race, religion, color, national origin or ethnic origin to all rights, privileges and programs and activities generally accorded or made available to students at the school. It does not discriminate on the basis of sex, race, religion, color, national origin or ethnic origin in the administration of its educational policies, scholarships and loan, athletic and other school-administered programs.

This Constitution and Bylaws are established to foster these purposes.

ARTICLE I: MEMBERS

Section 1: Classes of Members

The members of the corporation shall be divided into two classes as follows:

Class 1: Parents or guardians of students or others at the discretion of the Board of Directors of CLI. This class will be referred to as Parent Members in the articles below.

Class 2: Faculty and other employees of CLI who work half-time or more, or others at the discretion of the Board of Directors. This class will be referred to as Staff Members in the articles below.

Voting membership in more than one class is not allowed.

Section 2: Voting Rights

All members are entitled to one vote on any business submitted for a vote of the entire membership.

ARTICLE II: MEETINGS OF MEMBERS

Section 1: Annual Meetings

An annual meeting of the entire membership shall be held in May or June of each year at the Antioch School. The precise date will be set by the Board. Members will be notified of this date at least two weeks in advance.

Section 2: Special Meetings

Special meetings may be called at any time by the Chairperson of the Board of Directors or upon request of three directors or upon request of ten percent of the membership. Notification shall be provided to members at least three days in advance of any special meeting.

Section 3: Conduct of Meetings

The Chairperson of the Board of Directors shall preside at all meetings. Meetings will be conducted in accordance with Robert's Rules of Order, revised insofar as is consistent with these Bylaws.

ARTICLE III: GOVERNMENT

Section 1: Membership

A. The Board of Directors (Board) shall be comprised of:

1. Four Parent Directors elected from the Parent Members. These directors will be referred to as Parent Directors in the following articles.
2. Four Faculty Directors elected from the Faculty. These directors will be referred to as Faculty Directors in the following articles.
3. One Community Director will be appointed by the Board before the school year begins, for a two-year term. This Director shall be referred to as Community Director in the following articles.

B. For membership categories (1) and (2), elections will be conducted in accordance with the procedures in Article VI.

Section 2: Officers

The Board, thus constituted, shall elect a Chairperson, Secretary, and Treasurer from among the Parent/Community Directors. The offices of Secretary and Treasurer may be held by the same person. These elections shall be held annually. There shall be no limitations regarding the number of consecutive terms for which any individual is eligible.

Section 3: Meetings

The Board shall meet in open session at least six times at regular intervals during each academic year. Special meetings of the Board shall be called by the Chairperson, or upon request of three Directors, or upon the request of ten percent of the membership of CLI.

Section 4: Conduct of Meetings

- A. The Chairperson or his/her designee shall preside at all meetings of the Board. This duty may be delegated to any other Director in the absence of the Chairperson. The Chairperson shall vote only in the case of a tie.
- B. A quorum for transacting Board affairs shall include at least three Faculty and three Parent Directors.

- C. The agenda for each Board meeting shall be prepared by the Chairperson. All agenda shall allow for reports from each standing and ad hoc committee, as well as new business. The agenda for all meetings shall be distributed to the Board at least three days in advance of each meeting.
- D. All meetings shall be conducted in accordance with Robert's Rules of Order, revised insofar as consistent with these Bylaws.

ARTICLE IV: POWERS AND RESPONSIBILITIES

Section 1: Academic

The entire faculty, in consultation with the full Board, shall be responsible for:

- A. Development and implementation of educational programs and the grouping of students.
- B. Interpretation of educational philosophy and programs to members and prospective members of CLI.
- C. Presentation of major changes in philosophy and/or direction of the Antioch School to members of CLI.

Section 2: Administrative

- A. The responsibility for the administration of the Antioch School shall be vested in the Board.
- B. Administrative duties shall include, but shall not be limited to, the following areas:
 - 1. Establishment and execution of fiscal policy and financial affairs, including formulation of the annual budget, setting of tuition and staff salary scales, and soliciting of outside sources of income.
 - 2. Facilitation of communication between parents and staff and among parents.
 - 3. Receipt of reports of all standing and ad hoc committees, and the recommendation of appropriate action to the full Board.

Section 3: Personnel

- A. The Board will adopt and maintain a personnel policy in accordance with all applicable local, state, and federal regulations.
- B. The decision to initiate or terminate contracts with staff members shall be made by the full Board, giving major consideration to the professional opinions of the staff of the Antioch School.
- C. The Board will review staff contracts on an annual basis for renewal, taking staff evaluations into consideration, as outlined in Article V, Section 1, (1), e.

Section 4: Relations with Antioch College [Possible revision pending.]

It shall be the responsibility of the Board to seek and maintain a good working relationship with Antioch College while giving major consideration to the following aspects:

- A. The status of the Antioch School with respect to the Education Department and other relevant entities within the Antioch Community.
- B. Relations with students of Antioch College with regard to the training of future teachers, as well as involvement of non-education majors in the programs of the Antioch School.

Section 5: Relations with Area Universities and Colleges

- A. The Board, at its discretion, and in consultation with the faculty, shall encourage the participation of area universities and colleges in regards to the training of future teachers, as well as involvement of non-education majors in the programs of the Antioch School.

Section 6: Other Responsibilities of the Board of Directors

- A. The Board, at its discretion, shall solicit the opinions, suggestions, and recommendations of the students of the Antioch School with respect to school and community affairs.
- B. The Board shall oversee and assist the staff in recruitment of students and maintenance of public relations information.

ARTICLE V: COMMITTEES

Section 1: Management Committees, Ad Hoc Committees, and Sub-Committees

- A. Three management committees will be formed annually and will report to the Board. Membership in the management committees will include one Parent Director, who will act as committee chairperson, and one staff member who need not be a Director. The office of Treasurer includes the responsibility of chairing the Finance Committee. Committee chairpersons shall solicit additional members from the CLI membership or community.
 - 1. The Personnel Committee's responsibilities shall include, but not be limited to:
 - a. Formulation and overseeing of personnel policies in accordance with local, state, and federal regulations.
 - b. Coordination of parent assistance in academic and extra-curricular activities.
 - c. Receipt and evaluation of parent concerns and grievances.
 - d. Overseeing the procedure for recruitment of faculty/staff as follows:
 - 1. This shall include the soliciting and screening of applications from prospective faculty/staff based on a clear and concise job description developed by the current faculty/staff and approved by the Board. It shall also include the arranging of interviews with the current faculty/staff and the Board.

2. The Personnel Committee shall recommend all qualified applicants to the faculty/staff. The entire faculty/staff shall nominate, by consensus, a minimum of two applicants to the Board.

3. The decision to hire a prospective faculty/staff member shall be made by the full Board, giving major consideration to the professional opinions of the faculty/staff of the Antioch School.

e. Developing criteria and procedures for evaluation of faculty/staff in consultation with the faculty/staff. Evaluations must be considered by the Board when faculty/staff contracts are reviewed. The Board, when necessary, shall establish a committee to hear appeals on personnel actions.

2. The Finance Committee's responsibilities shall include, but not be limited to: monitoring accounts, funds, and investments of CLI; development of quarterly and annual budgets; reviewing delinquent accounts; making recommendations to the Board on scholarship funds; supervising the staff person responsible for fundraising including grants and donations.

3. The Facility Committee's responsibilities shall include, but not be limited to: safety, maintenance, and long-range planning for facilities and investigating other potential uses of the Antioch School facilities.

B. Election Committee

The Election Committee shall be composed of at least three and not more than five parent members. The Chairperson shall be appointed annually by the Board at least six weeks prior to the date of election. No member of this committee shall be a current member of the Board or a candidate for election. Article VI describes the regulations the Election Committee must follow.

C. Ad Hoc Committee and Sub-committees

Ad Hoc Committees and sub-committees may be formed by the management committees, appointed by the Board, or selected by the entire membership. There shall be no limitations regarding the specific functions of such committees, except that the powers and responsibilities of such committees shall not exceed those of any prior existing committee.

Section 2: Committee Meetings

Unless an executive session is called by the Board, all committees shall meet in open session and at times to be determined by the membership of each committee.

Section 3: Committee Reports

Reports, recommendations, and advice of management and ad hoc committees shall be transmitted to the Board for appropriate action. Such reports, recommendations, and advice may, at the discretion of each committee chairperson, be promulgated to the entire membership of CLI.

Section 4: Terms of Office

The terms of office for the management committees shall be one year, beginning in July, except that the Board, at its discretion, may provide for the continuance of any committee beyond this limit.

ARTICLE VI: ELECTION REGULATIONS

Section 1: Time of Election

Regular election of members to the Board shall be completed at least two weeks prior to the annual meeting on a date to be set by the Board.

Section 2: Faculty Directors

Four Faculty Directors shall be elected annually by the faculty members of CLI according to procedures to be determined by the faculty. There shall be no limitation regarding the number of consecutive terms for which any individual is eligible. Student and cooperative teachers are not eligible to be Faculty Directors.

Section 3: Parent Directors

A. Ballots

The ballots used in elections of the Parent Directors shall be prepared and distributed by the Election Committee. At least one candidate for each vacancy plus an alternate shall be solicited from the Parent Membership. Each Parent Member of CLI shall receive one ballot by mail at least five days prior to the date of election. Each ballot must be returned not later than 4:00 PM on the final date of election to a ballot box provided by the Election Committee. The box will be located at the Antioch School.

B. Election

1. The candidates who receive the highest number of votes shall be declared elected. The number elected will equal the number of places to be filled. In the case of a tie, a runoff election shall be held at the earliest possible time.
2. Terms of office shall be for 2 years beginning on July 1, with half the Parent Directors elected each year.

C. Vacancy

The Board shall fill a vacancy in the Board by appointing the candidate who received the next highest number of votes in the previous election. If this is not possible, the Board may appoint a Director.

D. Recall

The petition to recall shall require the signatures of ten percent of the membership of CLI and the vote of two-thirds of the Parent Members of the Community shall then be required to recall a Parent Director.

ARTICLE VII: FINANCE

- A. The Financing of the Antioch School shall come from two sources:
 - 1. Tuition as assessed by the Board.
 - 2. Grants, donations, and contract payments, which the school shall be authorized to receive for charitable, educational, and research purposes.
- B. The fiscal year of the school shall be July 1 through June 30.
- C. The Board shall determine annually, prior to the beginning of the fiscal year, a tuition schedule necessary to maintain the financial stability of the school.
- D. There shall be an annual audit of the financial records of the school as soon after the close of the fiscal year as possible. This audit shall be made by a competent, independent agency appointed by the Board.
- E. The solicitation of grants and donations shall be a primary function of a designated staff person who will work under the supervision of the Finance Committee of the Board.

ARTICLE VIII: AMENDMENTS

This Constitution and Bylaws may be amended by a two-thirds vote of those present and voting at a properly called meeting of the membership of CLI. Amendments must be distributed to the entire membership at least two weeks prior to the meeting. The Chairperson of the Board shall be responsible for determining that the above guidelines are met.