

**BYLAWS OF  
COMMUNITY OF SAINTS REGIONAL CATHOLIC SCHOOL**

**ARTICLE I  
NAME**

The name of this corporation is the Community of Saints Regional Catholic School ("School").

**ARTICLE II  
DEFINITIONS**

For purposes of these Bylaws, the terms set forth below shall have the following meanings:

- ❖ **Archbishop:** the person duly appointed as the Archbishop of Saint Paul and Minneapolis, according to the norm of Canon Law, or if the See of The Archdiocese of Saint Paul and Minneapolis is impeded or vacant, that person to whom belongs the covenants of the Archdiocese, in accordance with the provisions of Canon Law.
  
- ❖ **Sponsoring Parishes:** The Church of Saint John Vianney in South Saint Paul, Minnesota, The Church of St. Michael of St. Paul, Minnesota, The Church of St. Matthew of St. Paul, Minnesota, The Church of Our Lady of Guadalupe of Saint Paul, Minnesota and any other parish that enters into a written agreement approved by the Archbishop with the foregoing parishes to act as a sponsoring parish and make agreed to financial contributions to the School shall be known as the "Sponsoring Parishes". There may be other parishes whose parishioners attend the School, but unless the parish agrees in writing to act as a sponsor and makes a yearly financial contribution to the School, it is not considered to be a Sponsoring Parish.
  
- ❖ **Pastor:** the person duly appointed as the pastor of a Sponsoring Parish or the parochial administrator appointed by the Archbishop to the Sponsoring Parish.
  
- ❖ **Moderator:** The person and position described in Article VI, Section 6 of these Bylaws.

**ARTICLE III  
PURPOSE**

The purpose of this corporation is to maintain and operate a Catholic school.

**ARTICLE IV  
OFFICE AND SEAL**

**Section 1. Registered Office:** The registered office of the corporation in the State of Minnesota shall be the address specified in the Articles of Incorporation, or any amendment or restatement thereof, or in a certificate of change of registered office filed with the Secretary of State of Minnesota.

**Section 2. Seal:** The corporation shall not have a seal.

## ARTICLE V MEMBERS

The corporation shall not have members.

## ARTICLE VI BOARD OF DIRECTORS

**Section 1. Composition:** The Board of Directors shall be composed of no less than five (5) persons. The pastor of each Sponsoring Parish shall appoint two (2) members of the Board of Directors for each Sponsoring Parish that he serves as pastor and may, but is not required, to appoint himself as one (1) of the members. For purposes of these Bylaws, the non-pastor members of the Board of Directors shall be referred to as "lay members" of the Board of Directors or "lay Directors". After the terms of office of the initial lay Directors expire, all subsequent appointees as lay Directors shall be subject to the "Eligibility Requirements" set forth in Section 2 of this Article VI below.

For purposes of these Bylaws a "pastor" shall include a parochial administrator designated or appointed to act as pastor by the Archbishop for a Sponsoring Parish or Parishes

In order to provide for continuity of a majority of the lay Directors from year to year, the inaugural lay Directors shall have the following staggered terms: Two (2) inaugural lay Directors shall be appointed to terms of two (2) years, one (1) inaugural lay Director shall be appointed to a term of three (3) years, and one (1) inaugural lay Director shall be appointed to a term of four (4) years. Thereafter, each lay Director shall serve a term of three (3) years.

**Section 2. Eligibility Requirements:** Each lay member of the Board of Directors shall be:

- A fully initiated Catholic who is not restricted from full sacramental participation or otherwise under canonical penalty or censure who is a parishioner of the parish of the pastor making the appointment
- at least eighteen (18) years of age;
- willing to give time and energy to the advancement of the School, including importantly, attendance at Board meetings; and
- competent in at least one of the areas of responsibilities as set forth in Section 4 of this Article VI below.

Salaried School or Sponsoring Parish employees or their spouses, or anyone currently holding elected or appointed office for one of the Sponsoring Parishes, are ineligible to be a lay Director.

**Section 3. Organization:** At its Annual Meeting, the Board of Directors shall elect from among its own members a Chairperson to preside at meetings of the Board of Directors and a Vice Chairperson to preside at meetings of the Board of Directors when the Chairperson is absent.

The Board of Directors shall also appoint a Recording Secretary who need not be a director. The Chairperson or Vice-Chairperson may be removed from such office with or without cause by a three-fourths (3/4ths) vote of the remaining voting members of the Board of Directors appointed and holding office. The Recording Secretary may be removed from office with or without cause by action of a majority of the Board of Directors appointed and holding office.

**Section 4. Powers:** The business of the corporation shall be managed by or under the direction of the Board of Directors. The Board of Directors shall have the power to do and perform all acts and functions not inconsistent with the Articles of Incorporation, these Bylaws, and the laws of the State of Minnesota. The Board of Directors shall have the power and authority for the operation of the corporation and the power to specify any powers, duties, and obligations to be carried out by the Moderator, the School Administrator or the School Advisory Council as deemed appropriate by the Board of Directors, except for the following powers which are, subject to the limitations set forth in Section 5 of this Article VI, reserved exclusively to the Board of Directors:

- a. Change in the mission or philosophy of the School;
- b. Approval of the long-range plan;
- c. Approval of a balanced annual budget for the operation of the School;
- d. Appointment and removal of the School Administrator;
- e. Consultation with the Moderator in the evaluation of the School Administrator of the School;
- f. Approval of any financial review or audit;
- g. Approval of any changes to the Bylaws or the Articles of Incorporation of the corporation;
- h. Dissolution of the School Advisory Council;
- i. Sell, lease, or alienate property of the School;
- j. Borrow money or pledge assets of the School;
- k. Incur any single financial obligation in excess of \$10,000 beyond the approved budget; .
- l. Merge or consolidate with any other corporation; and
- m. Voluntarily dissolve the corporation.

**Section 5. Limitation of Powers:** The following powers of the Board of Directors shall require the advanced written approval of the Archbishop, to be effective: (i) Any change in the mission or philosophy of the School; ; (ii) any changes to the Bylaws or Articles of Incorporation; (iii) any decision to merge or consolidate with any other corporation; (iv) any decision to voluntarily dissolve the corporation; and, (v) any other acts of administration that exceed the ordinary limits as defined by canon law. In addition, the following powers shall be subject to and undertaken in accordance with the requirements of canon law, which may include the advance approval of the Archbishop and other consultive bodies: (i) the decision to sell, lease or alienate property of the School; (ii) the decision to borrow money or pledge assets of the School; and,

(iii) the decision to incur any single financial obligation in excess of \$10,000 beyond the approved budget of the School.

**Section 6. Moderator and Chaplain:** The Moderator, as referred to in Canon 309 and following, and at times referred to as the Canonical Administrator, shall be appointed by the Archbishop for a term of three (3) years and may serve multiple terms. The Moderator may be selected from among the pastors of the Sponsoring Parishes. The Moderator is the liaison between the Board of Directors and the School Administrator in the daily operation of the School. Subject to the Board's authority to appoint and remove the School Administrator, the Moderator shall supervise and annually evaluate the School Administrator, using the assessment tools and guidelines provided by the Office of Catholic Schools.

The Moderator shall celebrate and direct the liturgical functions of the Community of Saints Regional Catholic School and otherwise provide pastoral care to the school community in accord with the requirements of canon law, unless a Chaplain has been appointed by the Archbishop. If a Chaplain is appointed, the Chaplain must be a priest, but otherwise the appointment is at the free conferral of the Archbishop. The Chaplain shall celebrate and direct the liturgical functions of the Community of Saints Regional Catholic School and otherwise provide pastoral care to the school community in accord with the requirements of canon law.

The Moderator, working with the Chaplain, is responsible for the supervision of the School's religious education and formation programs.

**Section 7. Term of Office:** Except for the staggered terms of the inaugural lay members of the Board of Directors as set forth in Section 1 above, lay Directors shall serve a term of three (3) years which shall run from July 1 to June 30. Lay Directors shall not serve more than two (2) consecutive terms. After a lapse of one year, a former lay Director may then be reappointed. Pastors may serve as a member of the Board of Directors so long as they continue as a pastor of a Sponsoring Parish and appoint themselves a Director.

**Section 8. Removal:** Any lay Director may be removed with or without cause by the person who has the power to designate or appoint such lay Director by giving written notice of removal to the Chair. Removal is effective at the time the Board of Directors approves the removal or on the date set by the Board of Directors, whichever is later. Further, any Director may be removed with or without cause by the Archbishop. Removal is effective at the time specified by the Archbishop in any written notice of such removal.

**Section 9. Resignation:** Any Director may resign by giving notice to the Chair which shall be effective upon delivery.

**Section 10. Vacancies:** When a vacancy of a lay member of the Board of Directors occurs as a result of death, resignation, removal, or inability to act, the unexpired term for such vacancy shall be filled by the person who has the power to designate or appoint the lay Director to the position vacated. When a vacancy on the Board of Director occurs as a result of voluntary

resignation of a pastor from the Board of Directors, such pastor may appoint a lay Director to fill his unexpired term, but any other vacancy by a pastor acting as a Director shall be filled by the Archbishop.

**Section 11. Annual Meeting:** An annual meeting of the Board of Directors shall be held each year. The meeting shall constitute a planning meeting and shall include on its agenda the election of officers for the ensuing year, the recognition of those Directors whose terms have expired, and a review of the results of the Board's self-evaluation and plans for the following year.

**Section 12. Regular Meetings:** Regular meetings of the Board of Directors may be held from time to time at such time and place as the Board may determine by resolution; provided that the Board shall meet at least quarterly. The Secretary shall provide each Director a proposed agenda and copies of the minutes of the previous meeting at least five (5) days before the scheduled regular meeting. However, any action appropriately before the Board may be taken whether or not it is on the agenda.

**Section 13. Special Meetings:** Special meetings of the Board of Directors may be called at any time for any purpose by the Chair and shall be called by the Chair at the request of any three (3) Directors.

**Section 14. School Administrator's Attendance at Board Meetings:** Unless the Board of Directors deems it appropriate, in its discretion, to meet without the School Administrator present, the School's Administrator shall receive notice of and shall attend meetings of the Board of Directors.

**Section 15. Notice:** Written notice stating the date, time, location, and purpose of the meeting shall be given to Directors at least five (5) days before each annual and regular meeting and at least two (2) days before each special meeting; provided that notice of special meetings may also be given via telephone at least 24 hours before such meeting is to take place. Written meeting notices shall be mailed to each Director, delivered to him or her personally, or given by a form of electronic communication, or in the case of special meetings by telephone. Mailed notice shall be deemed given two days following the date the notice is postmarked. Notice is deemed given when send by electronic communication to a telephone number or email address provided by recipient for notice purposes.

**Section 16. Waiver of Notice:** Whenever any notice is required to be given by the Articles of Incorporation, these Bylaws, or Minnesota law, such notice shall be given by the Secretary of the corporation; provided, however, such notice may in all events be waived in writing, signed by the person or persons entitled to such notice, whether before, at, or after such meeting. Appearance at any meeting by any person otherwise entitled to notice thereof shall be deemed to be a waiver of notice unless such appearance is solely for the purpose of asserting the illegality of the meeting.

**Section 17. Quorum:** Except as provided by Minnesota law, these Bylaws, or the School's Article of Incorporation, three-fifth (3/5ths) of the Directors shall constitute a quorum for the transaction of business at a meeting; each such Director shall be entitled to one (1) vote, either in person, by proxy, or by remote communication; and a majority vote of those present and voting (an abstention is not a vote) shall be sufficient for any action. A Director not physically present in person or by proxy at a meeting may, by means of remote communication, participate in a meeting.

**Section 18. Written Authorization Without A Meeting:** Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting by written action signed by all of the Directors entitled to vote on that action.

## ARTICLE VII CORPORATE OFFICERS

**Section 1. Officers:** The officers of the Corporation shall be the President, the Vice-President, the Secretary, the Treasurer, and such other officers as may be appointed by the Board. Any two (2) or more offices, except those of President and Vice-President, may be held by the same person.

**Section 2. President:** The President shall:

- a. exercise general supervision and control over the management of the business of the corporation;
- b. see that all resolutions of the Board of Directors are put into effect;
- c. plan and preside at all meetings of the Board;
- d. execute all written documents on behalf of the Board; and
- e. in general, perform all duties pertaining to the office of the Chair.

**Section 3. Vice-President:** The Vice-President, in the absence of the President or at his/her request, shall perform the duties and exercise the functions of the President and, when so acting, shall have the authority of the President and shall perform such other duties as are delegated by the President.

**Section 4. Secretary:** The Secretary shall keep a register of the name and address of each member of the Board of Directors and complete copies of the School's Articles of Incorporation and Bylaws, including all amendments and restatements thereof. The Secretary also shall maintain minutes of all Board meetings, provide such minutes to members, notify members of meetings, and, in general, perform all duties pertaining to the office of the Secretary.

**Section 5. Treasurer:** The Treasurer shall be responsible for assuring that accurate records are maintained for all moneys of the corporation received or disbursed. The School Administrator

is responsible for the day to day financial activities of the School, including (i) the deposit of all moneys to the credit of the corporation at such banks or institutions as the Board of Directors shall from time to time direct, (ii) the disbursement of all funds as authorized by the Board of Directors; and (iii) the maintenance of accurate records of such activities, reporting thereon to the Treasurer. The Treasurer also shall be responsible for reviewing monthly profit and loss and balance sheet statements for the School's accounts and, in general, shall perform all duties pertaining to the office of Treasurer.

**Section 6. Election and Term of Office:** The Board's officers shall be elected at the annual meeting of the Board for a term of one (1) year, which shall begin on July 1. Election may be by voice vote or by secret written ballot. The officers shall hold office until the next annual election and thereafter, until their successors are duly elected and qualified. No member shall hold the same office for more than two (2) consecutive years.

**Section 7. Resignations:** Any officer may resign at any time by giving written notice of his or her resignation to the Board of Directors, to the President or to the Secretary of this Corporation. Any such resignation shall take effect at the time, if any, specified therein, or, if no time is specified therein, upon receipt thereof by the Board of Directors, President or Secretary of this Corporation; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 8. Removal:** Any officer other than the President or Vice President may be removed, either with or without cause, by a vote of a majority of the Board of Directors, at any annual or special meeting called for that purpose and such purpose shall be stated in the notice or waiver of notice of such meeting unless all the directors of this Corporation shall be present at the meeting. The President or Vice President may be removed with or without cause by the Archbishop, effective on the date specified in any written notice of such removal.

**Section 9. Vacancy:** A vacancy in any office because of death, resignation, removal or any other cause, shall be filled for the unexpired portion of the term in the manner prescribed in these Bylaws for election or appointment to such office.

## ARTICLE VIII SCHOOL ADMINISTRATOR

**Section 1. Appointment and Duties:** The Board, after consultation with the School Advisory Council, shall appoint a person to be School Administrator of the School. The School Administrator shall be the chief administrator of the School; shall have the day to day responsibility for the operation of the School; and shall be responsible to the Board of Directors. The School Administrator shall have primary responsibility for:

- a. fulfillment of the responsibilities as the, financial, and managerial leader of the School as outlined in the School Administrator's terms of employment and/or job description;
- b. education programs, including curriculum;

- c. management of the School's financial affairs, including budget implementation and tuition collection;
- d. recruitment, supervision, and evaluation of faculty and staff;
- e. evaluation and management of student behavior;
- f. generation of quarterly profit and loss and balance sheet statements which shall be forwarded to the Treasurer and the School Advisory Council for review; as well as the annual financial report which must be submitted to the Archbishop for his review.
- g. implementation of the policies of the Board and the School Advisory Council;
- h. compliance with the *Charter for the Protection of Children and Young People* as it relates to faculty and staff, other employees, and volunteers and for ensuring safe environment training for students;
- i. exercise reasonable discretion with respect to operations of the School in those areas where policy has not been established by the Board;
- j. School's compliance with the Articles of Incorporation, these Bylaws, Archdiocesan mandates, and Minnesota law; and
- k. Support the Moderator and the Chaplain in exercising their responsibility regarding the supervision and implementation of the School's religious education and formation programs.

**Section 2. Removal:** The School Administrator may be removed, with or without cause, in accordance with the terms set forth in his/her appointment letter and job description, by three-fourths (3/4ths) vote of the Board of Directors appointed and holding office.

**Section 3. Eligibility Requirements:** The School Administrator shall be a fully initiated Catholic who is not restricted from full sacramental participation or otherwise under canonical penalty or censure.

## ARTICLE IX FINANCIAL MATTERS

**Section 1. Book and Records:** The Board of Directors shall cause to be kept:

- a. records of those proceedings of the Board, the School Advisory Council, and such other standing or special committee as may, from time to time, be constituted by the Board of Directors or the School Advisory Council; and
- b. such other books and records of account as shall be necessary and appropriate in the conduct of the business of the corporation.

**Section 2. Documents Maintained in the School Administrator's Office:** The Board of Directors shall cause to be maintained at the School:



- a. records of those proceedings of the Board, the School Advisory Council, and such other standing or special committee as may, from time to time, be constituted by the Board of Directors or the School Advisory Council;
- b. all financial statements of the corporation; and
- c. the Articles of Incorporation, these Bylaws, and all restatement and amendments thereto.

**Section 3. Accounting Systems and Review/Audit:** The Board of Directors shall cause to be established and maintained, in accordance with generally accepted accounting principles applied on a consistent basis, an appropriate accounting system for the corporation. The Board of Directors shall cause the records and books of account of the corporation to be reviewed or audited periodically and may retain such person or firm for such purposes as it deems appropriate.

**Section 4. Fiscal Year:** The fiscal year of the corporation shall be the twelve (12) month period ending on the 30<sup>th</sup> day of June of each year.

**Section 5. Checks, Drafts, Etc.:** All checks, drafts or other orders for the payment of money, and all notes, bonds, or other evidence of indebtedness issued in the name of this corporation shall be signed by the Moderator or those others designated in writing by the Moderator.

## ARTICLE X SCHOOL ADVISORY COUNCIL

**Section 1. Composition:** The School Advisory Council is established under the direction and control of the Board of Directors to carry out the duties set forth in these Bylaws. The School Advisory Council shall consist of no fewer than seven (7) and no more than eleven (11) voting members, as appointed by the Moderator after consultation with the School Administrator and the Board of Directors. The School Administrator, the Moderator, the Chaplain, and the Vice President of the Parent School Organization shall serve as ex officio members. The Moderator may also appoint any School Administrator, assistant School Administrator, or other faculty member to serve on the School Advisory Council as a non-voting member, but not subject to the term limits as specified in Section 4 below. All other members shall have the authority to vote.

**Section 2. Duties:** The School Advisory Council shall have those powers and shall perform those duties as specified in writing by the Board of Directors. The School Advisory Council's primary purpose is the advancement of the Consolidated School in accordance with the School's mission statement:

***Community of Saints Regional Catholic School is committed to academic excellence, religious education and formation rooted in the tradition of the Catholic Church and the development of each person's God-given gifts. We Change and Save Lives!***

In addition, the School Advisory Council shall have the following powers and duties, subject at all times to the Board of Director's reserved powers:

- a. Develop the Mission Statement and long-range plan for the School for review and approval by the Board of Directors, and recommend to the Board of Directors changes thereto;
- b. Plan and at the direction of the Board of Directors implement annual action plans under the long-range plan;
- c. Advance the School through marketing and development;
- d. Review the School's annual accreditation report;
- e. Implement policies at the direction of and as approved by the Board of Directors and formulate policies for consideration by the Board of Directors; provided that School policies may not conflict with Archdiocesan mandates;
- f. Review quarterly income and expense statements for the School;
- g. Assist the School Administrator in developing the next year's proposed balanced annual budget for the School for submission to the Board of Directors by [date] each year, including recommendations regarding tuition, fees, and faculty and staff salary and benefits;
- h. Assist the School Administrator in developing plans, for submission to the Board of Directors, to raise funds or cut expenses if the current year budget is not projected, by March 31<sup>st</sup>, to be balanced by June 30<sup>th</sup>;
- i. Participate in a consultative role with the Board of Directors in the search and selection process of the School's School Administrator;
- j. Recommend new members for the School Advisory Council for approval by the Moderator; and
- k. Complete an annual self-evaluation of the work of the School Advisory Council.

The above powers shall remain with the School Advisory Council unless and until the Board of Directors deems it necessary to modify such powers and duties by adoption of a resolution for that purpose.

**Section 3. General Eligibility:** Each member of the School Advisory Council shall be:

- at least 18 years of age;
- a registered parishioner of one of the Sponsoring Parishes, a parent of a student(s) in the School, an alumnae of the School, or a person active in the business or development community for the geographic area in which the School is located;
- prepared to give time and energy to the advancement of the School, including importantly, attendance at School Advisory Council meetings;
- competent in at least one of the areas of responsibilities set forth in Article X, Section 2;
- willing to maintain high levels of integrity and confidentiality and to work effectively with others in achieving consensus; and

- ready to support School/diocesan philosophy and mission.

Salaried School or Sponsoring Parish employees or their spouses, or anyone currently holding elected or appointed office for one of the Sponsoring Parishes, are ineligible to be a voting member of the School Advisory Council.

**Section 4. Appointment and Term:** The Board of Directors shall appoint the initial School Advisory Council, with the approval of the Archbishop Thereafter, the Moderator, after consultation with the School Administrator, shall appoint all School Advisory Council members from a list of candidates submitted by the Nominating Committee to be established by the School Advisory Council and approved by the pastors of the sponsoring parishes. In making its nominations, the Nominating Committee will give primary weight to ensuring that the Board will have a diversity of talent so as to be effective as a whole. School Advisory Council members shall serve a term of three (3) years and may serve one (1) additional consecutive term. The term of office shall run from July 1 to June 30. The initial appointments shall be staggered terms of one (1), two (2) and three (3) years, as determined by the Board of Directors to provide for continuity of a majority of members of the School Advisory Council from year to year. After a lapse of one (1) year, a former School Advisory Council member may then be reappointed.

**Section 5. Vacancies:** With the exception of ex officio members, any School Advisory Council vacancy shall be filled by appointment by the Moderator from a list of candidates submitted by the Nominating Committee.

**Section 5. Resignation:** Any member may resign at any time by written notice to the Moderator and the School Administrator.

**Section 6. Removal:** The Moderator may remove a member with the approval of the School Administrator and other Pastors in the consolidation.

## ARTICLE XI SCHOOL ADVISORY COUNCIL MEETINGS

**Section 1. Meetings:** Regular meetings shall be held on the first Tuesday evening of each month except in July and August when no meetings are held. Any deviation from this schedule will be decided at the prior month's meeting. Special meetings may be held when requested by the School Administrator, the School Advisory Council Chair, or a majority of the members. The School Administrator must be present for a meeting to take place.

**Section 2. Notice:** Written notice stating the date, time, location, and purpose of the meeting shall be given to members at least seven (7) days before the meeting. Such notice shall be mailed to each member, delivered to him or her personally, or given by a form of electronic communication.

**Section 3. Conduct of Meetings:** The School Advisory Council shall operate in a spirit of collegiality and shall seek consensus. All meetings of the School Advisory Council are open meetings unless designated as being an executive session. Motions approved in executive session must be presented at a School Advisory Council meeting for approval before becoming effective.

**Section 4. Quorum:** Two-thirds of the voting members shall constitute a quorum for the transaction of business at a meeting, and each such member shall be entitled to one (1) vote, either in person, by proxy, or by remote communication. A majority vote of those present and voting (an abstention is not a vote) shall be sufficient for any recommendation or election. A member not physically present in person or by proxy at a meeting may, by means of remote communication, participate in a meeting.

**Section 5. Annual Meeting:** An annual meeting of the School Advisory Council shall be held each year. The meeting shall constitute a planning meeting and shall include on its agenda the election of officers for the ensuing year, the recognition of those members whose terms have expired, and a review of the results of the School Advisory Council's self-evaluation and plans for the following year.

**Section 6. Written Authorization Without A Meeting:** Any action required or permitted to be taken at a meeting of the members may be taken without a meeting by written action signed by all of the members entitled to vote on that action.

**Section 7. School Advisory Council Work:** School Advisory Council meetings shall be conducted in a spirit of collegiality, and committee members shall seek consensus, striving to reach outcomes that all committee members can support.

**Section 8. Visitors:** Visitors wishing to make a presentation at a School Advisory Council meeting must request a place on the meeting agenda by contacting the School Administrator or the School Advisory Council Chair, verbally or in writing, at least forty-eight (48) hours prior to the meeting. Such presentation shall be no longer than ten (10) minutes in length.

## ARTICLE XII SCHOOL ADVISORY COUNCIL OFFICERS

**Section 1. Officers:** The School Advisory Council's officers shall be the Chair, the Vice-Chair, and the Secretary.

**Section 2. Chair:** The Chair shall plan and preside at all meetings of the School Advisory Council; shall execute all written documents on behalf of the School Advisory Council; and, in general, shall perform all duties pertaining to the office of the School Advisory Council Chair.

**Section 3. Vice-Chair:** The Vice-Chair, in the absence of the Chair or at his/her request, shall perform the duties and exercise the functions of the Chair and, when so acting, shall have the authority of the Chair and shall perform such other duties as are delegated by the Chair.

**Section 4. Secretary:** The Secretary shall maintain minutes of all School Advisory Council meetings, provide such minutes to members, notify members of meetings, and, in general, perform all duties pertaining to the office of the Secretary.

**Section 5. Election and Term of Office:** The School Advisory Council's officers shall be elected at the annual meeting of the School Advisory Council for a term of one (1) year, which shall begin on July 1. Election may be by voice vote or by secret written ballot. The officers shall hold office until the next annual election and thereafter, until their successors are duly elected and qualified. No member shall hold the same office for more than two (2) consecutive years. All voting School Advisory Council members are eligible to serve as an officer, but the Chair must be a fully-initiated and actively practicing Catholic who is a registered and contributing member of one of the Sponsoring Parishes.

### **ARTICLE XIII SCHOOL ADVISORY COUNCIL COMMITTEES**

**Section 1. Membership:** All School Advisory Council members are expected to serve on one (1) or more standing Committees. Each standing Committee shall have such authority and shall perform such duties as may be assigned to it by the School Advisory Council Chair, subject to these Bylaws and the reserved powers of the Board of Directors. The Chair shall assign and appoint Committee memberships, including chairs, after consultation with the School Administrator. Committee chairs must be School Advisory Council members. Committee members may include persons who are not School Advisory Council members, but who are competent or expert in an area of responsibility of the Committee to which they are appointed. Teachers and other staff are eligible to serve on Committees, but are not eligible to serve as School Advisory Council members.

**Section 2. Standing Committees:** To carry out the responsibilities set forth in Article X, Section 2, review your school's needs and form committees to address your school's needs. It is strongly recommended that all schools have standing Advancement (marketing, development, and student recruitment/retention) and Strategic Planning Committees. You may also find value in standing Education Programs, Finance and Technology Committees.

**Section 3. Ad Hoc Committees:** The School Advisory Council may appoint such ad hoc Committees as it deems advisable and may discontinue the same at its discretion.

**ARTICLE XIV  
PERIODIC REVIEW OF BYLAWS**

At least once every five (5) years, or more often if determined by the Board of Directors, a review of the current Bylaws shall take place.

**ARTICLE XV  
AMENDMENTS TO BYLAWS**

The Bylaws may be amended, at any time, as follows:

The amendment shall be adopted at a meeting of the Board of Directors upon receiving 3/5ths vote of all directors, provided that notice of the meeting and the proposed amendment shall have been given in accordance with Article VI, Section 14 of these Bylaws. The amendment shall not be effective, however, until approved in writing by the Archbishop.

**ARTICLE XVI  
INDEMNIFICATION**

The Corporation shall indemnify each person who is a member of the Board of Directors, an officer of the Corporation or member of any committee, including, but not limited to the School Advisory Council, appointed by the Board of Directors, together with each person who is or was serving the Corporation as an appointed representative to some other entity, for actions taken and decisions made by such persons on behalf of the Corporation and within the scope of the duties and authority of such person. All such persons shall be indemnified for any action taken in their official capacity to the full extent permitted under Minn. Stat. § 317A.521. The officers and members of the Board of Directors shall not be personally liable to any extent whatsoever for any debts or obligations of this corporation. The Corporation shall maintain adequate insurance for errors and omissions, comprehensive general liability, and such other insurance as may be required by law to reasonably indemnify such persons and protect the assets of the Corporation.

**ARTICLE XVII  
CONFLICTS OF INTEREST**

**Section 1. Conflict of Interest:** Any director, officer, or employee of the School, having an interest in a contract or other transaction presented to the Board of Directors for authorization, recommendation, approval or ratification, shall make a prompt, full and frank disclosure of his or her interest to the Board of Directors prior to its acting on such contract or transaction. The making of such disclosure shall constitute conclusive evidence that a conflict of interest exists or can reasonably be construed to exist. For the purpose of this section a

conflict of interest is deemed to exist for any contract or other transaction between the School and:

- a. a member of the Board of Directors, officer, or employee of the Corporation;
- b. a member of the family of any person identified in (a) above;
- c. a member of the family of a director or officer of a related organization;
- d. an organization in or which the School's director, or officer is a director, officer or legal representative, or has a material financial interest, as defined in Minn. Stat. § 317A.255; and
- e. an organization in or which a family member of the School's director or officer is a director, officer or legal representative or has a material financial interest as defined in Minn. Stat. § 317A.255.

For purpose of this section, a member of a family is a spouse, parent, child, spouse of child, brother, sister or spouse of brother or sister.

If a conflict is deemed to exist, such conflicted person shall not vote on, nor participate in (other than to present factual information or to respond to questions), the discussions or deliberations with respect to such contract or transaction, and at the discretion of the Board of Directors may be excused from all or any portion of such discussions or deliberations. Such person shall not be counted in determining the existence of a quorum at any meeting where the contract or transaction is being voted upon. Any such contract or transaction before the Board of Directors must be approved by a two-thirds (2/3) vote of the voting members of the Board of Directors present other than the director who has the conflict. The minutes of the meeting shall reflect the disclosure made, the vote thereon and the abstention from participation (except as permitted hereby) in voting by the person making disclosure.

**Section 2. Exception:** The procedures described under Section 1 of this Article XVII shall not apply if the contract or transaction is between the School and The Archdiocese of Saint Paul and Minneapolis or any of the Sponsoring Parishes.

## ARTICLE XVIII DISSOLUTION, MERGER, CONSOLIDATION OR TRANSFER

**Section 1. Approval by Directors:** The following action by the Board of Directors shall require the vote of three-fifths (3/5ths) of the voting Directors who are appointed and holding office at a meeting of the Board of Directors provided that notice of the meeting along with notice of the proposed action be given in accordance with Section 15 of Article VI of these Bylaws:

- a. The sale, lease, transfer or disposition of all or substantially all of its property and assets;
- b. The merger or consolidation with any other corporation; and
- c. The voluntary dissolution of the corporation.

Any action taken by the Board of Directors as set forth in this paragraph shall not be effective without the consent of the Sponsoring Parishes and until approved in writing by the Archbishop.

**Section 2. Dissolution:** Upon dissolution of the Corporation, its property and assets shall be distributed in accordance with the laws of the State of Minnesota; provided, however, that after the payment of all liabilities and obligations of the Corporation and all costs and expenses incurred by the Corporation in connection with its dissolution, and subject to any condition or executory or special limitation requiring, by reason of dissolution of the Corporation, the reversion, return, transfer or conveyance of any property or assets held by the Corporation, any and all remaining property and assets of the corporation shall be distributed equitably to the Sponsoring Parish corporations, all Minnesota religious parish corporations organized and existing under Minn. Stat. § 315.15, subject to the approval of the Archbishop. If none of said parish corporations are in existence, the property and assets shall be distributed to The Archdiocese of Saint Paul and Minneapolis, a Minnesota religious diocesan corporation organized and existing under Minn. Stat. § 315.16, to be used for educational purposes. The Archbishop will determine equitable distribution in accord with the requirements of canon law. Notwithstanding the above distribution upon dissolution, in no event will assets be distributed to an organization that does not qualify as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under such section or any provision of federal law as is or may hereinafter be applicable. The Sponsoring Parishes and The Archdiocese of Saint Paul and Minneapolis are all tax exempt organizations under § 501(c)(3) of the Internal Revenue Code of 1986.

## ARTICLE XIX NON-DISCRIMINATION POLICY

The School operated by the Corporation admits students of any race, color, sex, religion, national and ethnic origin to all 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, sex, religion, national or ethnic origin in administration of its educational policies, admission policies, scholarship and loan programs, if any, and athletic and other school administrated programs. No person shall on the grounds of race, color, national or ethnic origin, sex, religion, marital status, status with regard to public assistance, age or disability be excluded from participation in, be denied the benefits of, or be otherwise subjected to discrimination in recruitment, consideration, or selection for enrollment or employment, whether part-time or full-time, or access to any educational program, or activity operated by the school, except when religion is a bone fide occupational requirement or as may otherwise be permitted by law.



The foregoing Bylaws were adopted by the Board of Directors at a meeting held on the 9<sup>th</sup> day of February , 2012.

Sarah Lane  
Sarah Lane  
Secretary

ATTESTED TO BY:

Rev. Michael Rudolph  
Rev. Michael Rudolph  
President

Approved by the Archbishop of The Archdiocese of Saint Paul and Minneapolis

on the 13 day of March, 2012.

John C. Nienstedt  
The Most Reverend John C. Nienstedt