

**Diocese of Monterey
Monterey, CA
Parish-Affiliated Elementary Schools – With Canonical Administrator**

Sacred Heart Parish School

PROPOSED BYLAWS – BOARD OF DIRECTORS

PREAMBLE

Catholic schools in the Roman Catholic Diocese of Monterey are established to carry out the teaching ministry of the Catholic Church. As such, the religious and educational work shall at all times continue to be in accordance with the teachings and laws of the Roman Catholic Church and the Diocese of Monterey.

The Pastor of Sacred Heart Parish has formally transferred his canonical responsibility for the oversight of Sacred Heart Parish School to the Canonical Administrator. Kathleen Radecke has been appointed Canonical Administrator for Sacred Heart Parish School.

At this time, it is the intention of the Canonical Administrator for Sacred Heart Parish School to establish a Board of Directors* to assist in the governance of Sacred Heart Parish School. This Board of Directors is established consistent with the policies, procedures, guidelines, regulations and Best Practices promulgated by the Superintendent of Schools for the Diocese of Monterey.

INTRODUCTION AND RATIONALE

This Board of Directors shall have as its primary concern the ministry of Catholic elementary school education: the spiritual, intellectual, physical, emotional, and social development of the students. The Board of Directors, operating in conformity with the policies of the Diocese of Monterey, under the guidance of the Diocesan Office of Catholic Schools, the Superintendent of Schools, and the Canonical Administrator for Sacred Heart Parish School, shall concern itself with local school policy matters pertaining to the general excellence of Catholic education at Sacred Heart Parish School.

Working in close collaboration with its administrative officer, the Principal, and hearing its many publics, the Board of Directors shall formulate local school policies that will enable the school to reach its agreed upon goals. These goals will be related to, but not limited to, the overall goals established by the Diocese of Monterey.

ARTICLE I – NAME

The name of this body shall be the Sacred Heart Parish School Board of Directors, herein after referred to as the Board.

**The Board of Directors shall operate as Board of Limited Jurisdiction as defined in A PRIMER ON EDUCATION GOVERNANCE IN THE CATHOLIC CHURCH (NCEA, 1987).*

ARTICLE II – PURPOSE AND FUNCTION

Section 2.1 - Establishment

The Board of Directors is established by the Canonical Administrator as defined for Board of Limited Jurisdiction in *A PRIMER ON EDUCATIONAL GOVERNANCE IN THE CATHOLIC CHURCH* (J. Steven O'Brien, Ed., Washington, D.C., NCEA, 1987).

Section 2.2 – Purpose

Subject to the reserved powers enumerated below, the Board shall be responsible to the Canonical Administrator for:

1. Strategic planning.
2. Formulation of local school policies to guide planning and administration in the areas of:
 - a. Academic affairs;
 - b. Student affairs;
 - c. Faith community affairs;
 - d. Business affairs;
 - e. Development affairs.
3. Evaluation:
 - a. Of the Principal in conjunction with the Superintendent of Schools;
 - b. Of effectiveness of local school policies and plans;
 - c. Of effectiveness of Board operations;
 - d. Of mission effectiveness.
4. Oversight of financial operations
5. Oversight of and participation in institutional advancement/development programs designed to attract human and financial resources.
6. Mission effectiveness.

Section 2.3 – Reserved Powers

The Canonical Administrator for Sacred Heart Parish School, as the representative of the Bishop of Monterey, in conjunction with the Superintendent of Schools, reserves to him/herself the following powers:

	CA	SS	Bishop/ CFO
1. Approval of the philosophy and mission statements of the school.	*	*	*
2. Establishment of the Board of Directors as a Board of Limited Jurisdiction.	*		
3. Appointment of Directors.	*	*	
4. Approval of the bylaws for the Board of Directors.		*	
5. Approval for all capital improvements, additions, structural changes.	*		*
6. Approval for all borrowings.	*		*
7. Approval and ratification of annual operating budgets.	*	*	*
8. Appointment of legal counsel and approval to initiate or defend litigation.	*	*	*
9. Approval of auditing counsel.	*	*	*
10. Oversight to ensure no alienation of Church property.	*	*	*
11. Appointment, evaluation, renewal, or termination of the Principal/CEO, based on the Board's recommendation.	*	*	

Note: The Bishop of Diocese of Monterey (Bishop) specifically reserves powers listed in Items #5, 6, 7, 8, 9, and 10 above to himself pursuant to existing Diocesan policy and procedures. The Superintendent of Schools, Diocesan Finance Officer, and General Counsel for the Diocese may be involved in carrying out these reserved powers.

ARTICLE III – RELATIONSHIP WITH OTHER GROUPS

Section 3/1 – Diocese of Monterey

Regular information for the Diocese of Monterey concerning Diocesan policies impacting Catholic elementary education shall be provided by the Principal as inservice to the Board. The Principal shall implement Diocesan policies approved by the Bishop and promulgated by the Diocesan Superintendent of Schools.

Section 3.2 – Pastor

The Canonical Administrator shall meet regularly with the Pastor in order to receive his advice and counsel with regard to parish educational issues and the Catholic school. The Superintendent will also provide information to the Pastor with regard to the operation of the parish-affiliated Catholic school.

Additionally, the Canonical Administrator shall meet monthly with a Pastors' Advisory Council to receive advise and input with regard to Catholic education and

to provide information to the Advisory Council members with regard to Catholic education within the Diocese.

The Board of Directors shall maintain a cordial and mutually beneficial relationship with the Pastor, but does not report to, nor receive direction from, the Pastor. The Pastor shall work with the Canonical Administrator to establish contractual/lease agreements with regard to the school building, maintenance, capital improvements, emergencies, and the allocation of utilities as appropriate.

Section 3.3 – Parent Organization (PTO)

An officer of the parent organization, or a designated representative appointed by the Principal, shall serve as an ex officio member of the Board. The relationship between the Board and the parent organization shall be characterized by a common vision, clarity of responsibilities, good communication, and collaboration.

Section 3.4 – Faculty

The relationship between the Board and the faculty shall be characterized by mutual support, good communication and cooperation. The Principal represents the faculty to the Board. From time to time, teachers and/or administrative team members may be invited to share information with the Board on matters concerning the school. The Board shall have no role in hiring, evaluating, terminating, or renewing teachers.

ARTICLE IV – MEMBERSHIP

Section 4.1 – Membership Defined

The Board shall consist of a minimum of nine (9), but no more than seventeen (17) members (Directors) appointed by the Canonical Administrator with categorical membership as follows:

- I. Parent (no more than 33% of membership).
- II. Alumni/parents of alums.
- III. Leaders within the civic, business, and professional communities.
- IV. Parishioners.

Section 4.2 – Ex Officio Member

An officer or a designee of the parent organization and an officer or designee of the alumni association shall serve as ex officio members of the Board with full voting rights. In addition, the Canonical Administrator and Principal shall serve as non-

voting, ex officio members of the Board. The Principal shall act as administrative officer to the Board.

Section 4.3 – Nominations

The Board shall establish an internal policy with regard to nominations. The Committee on Directors, consisting of the administrative officer and three Directors appointed by the chairperson of the Board, shall seek out and prepare a slate of prospective nominees who meet the following criteria:

- a. Interest in and commitment to Catholic education in general, and a specific commitment to the mission and philosophy of Sacred Heart Parish School.
- b. Availability to attend meetings and periodic inservice programs and to participate in committee work.
- c. Ability to maintain high levels of integrity and confidentiality.
- d. Ability to deal with situations as they relate to the good of Sacred Heart Parish School.
- e. Capacity to give witness to Catholic morals and values within the school community.
- f. Willingness to participate in and provide leadership for resource development programs for the school. It is the expectation that all Directors will financially support the school to the best of their ability, consistent with the Board's goal as presented in the annual development plan.

Section 4.4 – Exclusions

Employees of the school or parish, and their immediate family, other than those who serve in ex officio positions, may not sit on the Board. The term *immediate family* shall be defined by spouse, child, parent, brother, sister, or in-laws.

Section 4.5 – Appointments and Terms

Each Board member, other than a Board member who serves ex officio, shall be appointed by the Canonical Administrator for a three-year term. Each ex officio Board member shall serve only during the time he or she serves in the designated position for which they were appointed to the Board.

In order to provide for staggered terms, the initial Directors shall be divided into three groups of as nearly equal membership as possible with the term for one group of Directors, expiring each year during a three-year period. Directors may be reappointed provided, however, that no Board member shall serve more than two terms consecutively regardless of whether any such term be less than three years. Directors shall be eligible for reappointment after having not served on the Board for one year.

Section 4.6 – Resignation and Removal of Directors

Any Board member may resign at any time by giving written notice to the chairperson of the Board. Such resignation shall take effect at the time specified therein.

A Board member may be removed by the Canonical Administrator if it is deemed by the Canonical Administrator that the removal is in the best interest of the school.

Section 4.7 – Vacancy

Any vacancy on the Board may be filled by the Canonical Administrator upon recommendation of the Board chairperson and Principal for the unexpired portion of the term in the same manner as provided for in the original appointment.

Section 4.8 – Attendance

Any Board member who shall be absent from a total of three (3) Board meetings in a year shall be deemed to have resigned as a Board member unless reinstated with written approval of the Canonical Administrator.

ARTICLE V – OFFICERS

Section 5.1 – Titles/Positions

The officers of the Board shall be the chairperson, vice-chairperson, and secretary. They shall be elected annually by the Board membership, subject to ratification by the Canonical Administrator.

Section 5.2 – Election of Officers

The election of officers shall take place at the annual meeting in June.

Section 5.3 – Executive Committee

The Executive Committee shall consist of the Principal serving as the administrative officer and the chairperson, vice-chairperson, and secretary.

Section 5.4 – Duties

The duties of the officers shall be:

- a. Chairperson – The chairperson shall preside at all regular and special meetings of the Board. The chairperson shall also preside at Executive Committee meetings at which the Board agenda and packet is prepared. The chairperson, with Board approval, shall have authority to assign additional duties and responsibilities to individual Directors.

No individual shall be eligible to serve as chairperson of the Board without having completed two years of service on the Board. The chairperson of the Board shall be required to be a practicing Catholic. The chairperson may not be a parent of a student currently attending the school.

- b. Vice-Chairperson – In the absence of the chairperson, the vice-chairperson shall perform all duties of the chairperson. The vice-chairperson shall also be a member of the Executive Committee. The Vice-Chairperson may not be a parent of a student currently attending the school.
- c. Secretary – The secretary shall be responsible for keeping accurate minutes; for keeping a record of the appointment of all committees of the Board; and for all correspondence. Any of the duties of the secretary may be performed by an assistant secretary who shall be responsible to and report to the secretary. The secretary shall also be responsible for keeping a permanent record of the attendance, terms, and committee assignments, and all reports and documents related to Board activities.

The secretary, in cooperation with the Principal, acting as administrative officer to the Board, shall ensure the timely distribution of Board members packets in advance of Board meetings.

- d. Administrative Officer – The Principal shall serve as administrative officer to the Board. The Principal may also call meetings of the Executive Committee and shall be responsible for bringing information to the Board, including Diocesan policies, procedures, regulations, Best Practices, and plans.

Section 5.5 – Term

The term of office for Board officers shall begin with their election in June and end with the election of their successor the following year. No individual may serve more than two (2) consecutive terms as Board chairperson.

ARTICLE VI – MEETINGS

Section 6.1 – Regular Meetings

Regular meetings of the Board shall be held bimonthly, at least five (5) times per year.

Section 6.2 – Special Meetings

Special meetings may be called by the Canonical Administrator, the chairperson, the Principal, or by written request of one third (1/3) of Directors. Written notice must be provided at least five (5) days prior to special meetings.

Section 6.3 – Annual Meeting

The annual meeting shall be held in June of each year.

Section 6.4 – Meeting Protocol

All regular meetings of the Board shall be open to all interested parties, and notice of all regular meetings shall be posted and publicized in school memos and newsletters.

The Board shall establish an internal policy addressing how and when non-Directors may address the Board. The Board shall establish an internal Board policy dealing with “closed meetings” or executive sessions.

ARTICLE VII – RULES OF ORDER

Section 7.1 – Consensus

As much as possible, the Board shall reach consensus on all actions.

Section 7.2 – Parliamentary Rules

Where necessary, parliamentary rules may be employed using Robert’s Rules of Order (latest copyright) as a guide. The chairperson shall appoint a parliamentarian when appropriate.

Section 7.3 – Policy Issues

Decisions which establish policy or deal with other major issues cannot be made at the meeting at which they are introduced. The formulation of policy occurs after

additional consultation and clarification. At that time, the Board begins its decision-making process.

Section 7.4 – Quorum

A simple majority of the voting members of the Board shall constitute a quorum for each meeting.

ARTICLE VIII – COMMITTEES

Section 8.1 – Standing Committee

The standing committees of the Board shall be:

1. Executive Committee;
2. Mission Effectiveness Committee;
3. Policy and Planning Committee;
4. Buildings and Grounds Committee;
5. Finance Committee;
6. Committee on Directors;
7. Development Committee.

Section 8.2 – Committee Charges

Specific committee charges shall be adopted each year by the Board at its annual meeting. Members of standing committees shall be appointed by the chairperson of the Board. Committee chairpersons must be members of the Board, although committee members may be drawn from outside of the Board membership. The chairperson of the Board and the administrative officer of the Board shall be ex officio members of all standing committees.

Section 8.3 – Special or Ad Hoc Committees

Special or ad hoc committees shall be established by action and approval of the Board.

ARTICLE IX – COMPENSATION

Directors shall not receive compensation for their services. However, bona fide expenses may be reimbursed.

ARTICLE X – CONFLICTIDUALITY OF INTEREST

Any Board member having an interest in a contract or other transaction (including academic and/or student affairs) coming before the Board or a committee of the Board shall give prompt, full and frank disclosure of said interest to the Board chair prior to the Board acting on such contract or transaction. Upon such disclosure, the Board member's interest shall be presented to the full Board. The Board shall determine, without participation by the interested member, at such time as disclosure is made to that body, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If the Board determines that such a conflict is deemed to exist, such member shall not vote on, or use personal influences on, or participate in the discussions or deliberations with respect to such contract or transactions.

For purposes of this section, a person shall be deemed to have an interest in a contract or other transaction if he or she is a party (or one of the parties) contracting or dealing with the school, or is a director, partner, officer, or spouse of a director, partner, officer, or has a significant financial or influential interest in, the entity contracting or dealing with the school.

ARTICLE XI – INDEMNIFICATION

The Diocese of Monterey shall indemnify all Directors for any alleged act of negligence or omission resulting in damage or injury if such person was acting in good faith and within the scope of his or her official capacity, unless such damage or injury was caused by willful or grossly negligent conduct of such a person.

ARTICLE XII – AMENDMENTS

These bylaws may be amended only following a two-thirds (2/3) majority vote of the Board and written approval by the Canonical Administrator. Directors must receive written notice about amendments one month before the vote to amend.

Approved by:

Superintendent of Schools

Date

Ratified by:

Canonical Administrator

Date