

Bylaws
CONSULTATIVE BOARD
Diocese of Peoria

ARTICLE I: PURPOSE

The Consultative School Board of _____ (hereafter referred to as “the Board”), in collaboration with the Diocese of Peoria and under the oversight of the Office of Catholic Schools, is established to assist the school community in its essential mission of educating young people and passing on the Catholic faith and its traditions to its students. The Board is particularly charged with providing direction and guidance to school leadership to ensure the quality, continuity and stability of the school.

ARTICLE II: MEMBERSHIP

Section 1. Number and Qualification. The Board shall consist of *ex officio* and appointed members. The *ex officio* members who serve by virtue of their office as long as they hold that office are the President, Chief Operating Officer, Principal (hereafter referred to as “the Administration,” the Superintendent of Schools for the Diocese of Peoria (or the Superintendent’s delegate), and two to three pastors appointed by the Bishop of Peoria.

The appointed members of the Board shall number **not less than nine nor more than thirteen.** **Lay members shall be appointed by the Administration. Individuals are qualified to serve as** Board members who have a commitment to the mission of Catholic school education; who have a willingness to serve; and whose values and behavior are consistent with those of the Catholic Church. Board members must be practicing Catholics in good standing with the Church. Employees of the school and their spouses and members of their household shall not be eligible for appointment to the Board.

Section 2. Nomination of Appointed Lay Members. The appointment of lay members shall be made by the Administration. Each year at a duly called Board meeting, the Administration shall receive the nominations from the Board as to the identities of the persons to be recommended for appointment. The Administration can accept or reject any of the nominations, and is also free to appoint members that were not nominated for membership.

Section 3. Term of Office, Eligibility for Reappointment, Removals, Resignations and Vacancies on the Board.

- (a) Term of Office. Initially, each appointed lay member and each appointed pastor shall serve one or more terms of up to three years, staggered so that an approximately equal number of terms shall expire each year. Each term of office for an appointed lay member and an appointed pastor shall begin on the date of the first meeting of the Board held in the new school year and shall continue for the specified term. Each member shall, however, serve until a successor is appointed.

- (b) Eligibility for Reappointment. *Ex officio* members by virtue of their office remain members of the Board as long as they hold that office. Pastors may be appointed for one additional consecutive term. Lay members may also be appointed for one additional consecutive term. With the exception of the initial terms upon the inception of the Board, a term is for three years.
- (c) Removals. Failure of any appointed member to attend three consecutive meetings of the Board without proper excuse, shall, at the discretion of the Board, be grounds for recommendation by the Board to the Administration for removal of such member. The secretary shall keep an attendance roll in this regard. An appointed lay member may also be removed from office for any reason by the Administration, Superintendent of Schools, or the Bishop. In addition, the Bishop reserves the right to remove a pastor from the Board at any time for any reason.
- (d) Resignations. Any appointed member at any time may resign at an open meeting of the Board or by a letter delivered or mailed to the secretary, at which resignation shall take effect immediately or at such time as the member may specify.
- (e) Vacancies. In the event of the occurrence of any vacancy of a lay member on the Board, however caused, the Board may, by the vote of majority of their number, nominate to the Administration a candidate to fill such vacancy for that portion of the remaining term. Those appointed to fill a vacancy shall count this service as a first term if its duration is more than 15 months. A vacancy shall be deemed to exist when an appointed lay member of the Board becomes incompetent, resigns, dies, or is removed.

ARTICLE III: POWER, AUTHORITY, AND DUTIES

Section 1. Delegated Powers. The Board is a consultative body to the Administration. The Administration shall be required to consult with the Board before making decisions in the areas enumerated below, but is not bound by the Board's counsel. The Administration shall act in good faith and without prejudice in accepting the Board's counsel, provided that no action is in conflict with applicable Church or civil law or diocesan policy.

The Board shall speak and act as a body, and no member or group of members shall speak or act in the name of the Board unless specifically authorized by the Board to do so.

The Board shall provide counsel in the following areas:

- a) Assuring the character and mission of the school as a Catholic school.
- b) Providing leadership for short and long range strategic planning.
- c) Ensuring that the school has the resources to be effective.
- d) Approving the annual budget and monitoring compliance to the annual budget.
- e) Ensuring sound financial management and the strategic use of resources.
- f) Providing for the short and long-range capital and facility needs of the school.
- g) Formulating policies that it judges necessary for the good of the school and the effectiveness of the school's mission.
- h) Providing leadership for and active support of the development, marketing, and public relations programs of the school.
- i) Participating in the selection of the President, Chief Operating Officer, or Principal.
- j) Assuring the evaluation and assessment of the school's educational programs.

- k) Identifying and nominating candidates for the Board to the Administration.
- l) Recommending the removal of appointed lay members of the Board.

ARTICLE IV: MEETINGS

Section 1 Regular Meetings of the Board. Regular meetings of the Board shall be held at such times and places as may be provided for in resolutions adopted by the Board and published each year in advance. Adequate notice shall be made of changes in meeting dates.

Section 2 Special Meetings. Special meetings of the Board may be held upon call by the Administration. Notice of each such meeting shall be given to each member by letter, electronic mail, phone call, or in person, not less than forty-eight (48) hours prior to such meeting. However, such notice shall be deemed to have been waived by any member attending such meeting.

Section 3 Quorum. A majority of the appointed members in office at the time shall constitute a quorum for any meeting. At such meeting of the Board at which a quorum is present, all questions and business shall be determined by the affirmative vote of not less than a majority of the appointed members present.

Section 4. Action Without a Meeting. Any action which may be authorized or taken at a meeting of the Board may be authorized or taken without a meeting by the affirmative written vote of a majority of the voting members, which written votes shall be filed with or entered upon the records of the Board and noted in the minutes of the next regular or special meeting.

Section 5. Confidentiality. Discussions at meetings shall be held in confidence except to the extent necessary for effective Board action through official channels. Ordinarily, Board meetings shall be closed to members of the general public, though the Board may permit selected persons to attend all or portions of its meetings in order to assist the Board in carrying out its responsibilities. The Board may declare beforehand by majority vote that a particular meeting will be open to the public. At an open meeting, no person may address the Board unless recognized by the chairperson.

Section 6. Compensation. Board members shall not receive salaries, fees or compensation for their service as Board members or their attendance at any Board or committee meetings, but may be reimbursed for reasonable costs incurred in connection with the performance of their duties hereunder.

Section 7. Conflict of Interest. A Board member having a conflict of interest or conflict of responsibility on any matter involving the school and any other business entity or person shall refrain from voting on such matter. No member shall use his position on the Board for his/her own direct or indirect financial gain.

Section 8. Meetings Held Through Communications Technology. Meetings of the Board or any committee of the Board may be held through communications' technology if all persons participating may contemporaneously communicate with each other. Such participation shall constitute presence at the meeting.

ARTICLE V: OFFICERS

Section 1. Officers Designated. The officers of the Board shall be a chairperson, a vice-chairperson, and a secretary. All officers shall be elected by the appointed members of the Board with the approval of the Administration. No individual may hold more than one office at a time. *Ex officio* members may not serve as officers of the Board.

Section 2. Tenure of Office. All officers shall hold office for two years (beginning on the date of the first meeting of the Board held each school year or as specified by the Board) and until their successors are elected and qualified, unless the Board otherwise specifies. Any officer appointed by the Board may be removed, with or without cause, at any time by a majority vote of the Board or the request of the Administration. In the event a vacancy shall occur in any office, the same shall be filled by the Board. Officers may not hold the same office for more than two consecutive terms.

Section 3. Chairperson of the Board. The chairperson of the Board shall preside at all meetings, and do and perform such other duties as may from time to time be assigned by the Board or the Administration.

Section 4. Vice-Chairperson of the Board. The vice-chairperson of the Board shall perform all the duties of the chairperson if the chairperson is absent or unable to act, and shall perform such other and further duties as may be assigned by the chairperson, the Board, and/or the Administration which powers and duties may be enlarged or diminished at any time.

Section 5. Secretary. It shall be the duty of the secretary to see that an accurate record of the acts and proceedings of the Board is kept, that all notices required by the Board and these bylaws are given, and that all the duties usually incident to and appertaining to that office are performed.

Section 6. Authority and Duties. The officers shall have such authority and perform such duties in addition to those specifically set forth in these bylaws as the Board may determine consistent with its role and the policies and regulations of the Diocese of Peoria. The Board and/or the Administration is authorized to delegate the duties of any officer to any other officer and, generally, to control the action of the officers and to require the performance of duties in addition to those mentioned herein.

ARTICLE VI: COMMITTEES OF THE BOARD

Section 1. Standing Committees. Standing committees of the Board shall be established for academics, advancement, Catholic identity, enrollment, facilities, finance, governance, and student life. There shall also be an executive committee. With the exception of the executive committee, at the first Board meeting of each school year the chairperson shall, subject to the approval of the Board, appoint members to these committees. Each standing committee will have at least one Board member who will chair the work of the committee and represent the committee at Board meetings.

No member of the Board may serve on more than two standing committees at any given time. With the approval of the Board, each standing committee may invite one or more interested persons to serve on the committee. The term for such non-board committee members shall be three years.

Each standing committee shall have only such duties as are prescribed by these bylaws. All committee actions, formal and informal, are subject to the approval of the Board at a regular or special meeting of the Board. Each committee may adopt procedures to conduct its business, as it deems necessary, subject to the approval of the Board.

Executive Committee. The Executive Committee shall consist of the officers of the Board, the Superintendent of Schools, and the School Administration. During the intervals between the meetings of the Board, this committee shall possess and may exercise all the powers of the Board only when it is not practical to call a meeting of the Board, provided, however, that the committee shall not be empowered to elect the officers or nominate to fill vacancies in the Board. All action taken by the Executive Committee shall be reported to the full Board at its next regular meeting, for approval or disapproval, but no approval of the Board shall adversely affect the rights of any third party.

Academics Committee. The Academics Committee shall evaluate the school's curricular and extracurricular activities to assess if the school is providing the best programming possible for students within its existing resources. The committee will also recommend educational program enhancements to be considered.

Advancement Committee. The Advancement Committee shall be charged with oversight of all programs concerning major fund-raising, grant writing, endowment, alumni relations, and foundation programs.

Catholic Identity Committee. The Catholic Identity Committee shall provide for the mission effectiveness of the school and assist in the cultivation of a vibrant Catholic school culture.

Enrollment Committee. The Enrollment Committee shall foster a positive image of the school within the surrounding community and recommend strategies to enhance the school's marketing, recruitment, and retention efforts.

Facilities Committee. The Facilities Committee shall provide for the short and long-range needs of the school's physical plant and property. The committee shall prioritize needs and establish a plan for preventative maintenance, repairs, and future facilities.

Finance Committee. The Finance Committee shall oversee the annual budget process and monitor the fiscal practices and policies of the school in cooperation with the Administration and school business manager. The committee shall make recommendations concerning the financial policies and practices of the school including but not limited to tuition, fees, salaries, and grant-in-aid programs.

Governance Committee. The Governance Committee shall assist with planning annual training for Board members on the proper functioning of a consultative board. The committee will also coordinate the annual evaluation of Board performance and effectiveness. The committee shall monitor the implementation and effectiveness of current school policies and will assist the Administration with the formulation of new policies for the school, as needed, within the framework of diocesan policy.

Student Life. The Student Life Committee shall provide for the school’s spiritual, athletic, and fine arts program offerings, including student clubs, to ensure that there are sufficient opportunities for leadership, intellectual, spiritual and human formation of each student.

Section 2. Ad Hoc Committees. The chairperson may establish ad hoc committees and appoint members thereof to further the work of the Board. Each such committee shall have only such powers and duties as are prescribed by the Board. Members of ad hoc committees will serve at the will of the Board and for the length of time the Board specifies.

ARTICLE VII: EXECUTION OF DOCUMENTS

All documents evidencing conveyances by or contracts or other obligations of the school shall be signed by the Administration. All checks, drafts, notes, bonds, bills of exchange or orders of the payment of money by the school shall be signed by the Administration or by persons designated by the Administration from time to time to sign such instruments. Under no circumstances shall appointed members of the Board be given authority to execute contracts, checks, bonds, notes, and similar documents on behalf of the school.

ARTICLE VIII: INDEMNIFICATION

The school shall indemnify any Board member, or any person who is serving or has served at the request of the Board, against expenses including attorney’s fees, judgments, fines, and amounts paid in settlement, actually and reasonably incurred in connection with any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, to which that person was, is, or is threatened, to be made a party by reason of the fact that he or she is or was such Board member or was assisting in the work of the Board, provided that a determination is made by the Superintendent of Schools that such person acted in good faith and in a manner he or she reasonably believed to be in the best interests of the school, and in connection with any criminal action, suit or proceeding, he or she had no reasonable cause to believe that his or her conduct was unlawful.

ARTICLE IX: AMENDMENTS TO THE BYLAWS

These bylaws may be repealed, amended, or changed by the Administration upon the recommendation of two-thirds of the members of the Board. Repealing the bylaws in total, or changing any of the provisions of the bylaws, also requires the written approval of the Bishop of the Diocese of Peoria. In addition, these bylaws may also be repealed, amended, or changed by the Bishop of the Diocese of Peoria or his designee at his own initiation.