

DIOCESE OF FARGO
DEPARTMENT OF CATHOLIC SCHOOLS
HOLY FAMILY-ST. MARY’S SCHOOL
CONSULTATIVE BOARD BYLAWS

PREAMBLE

Holy Family School a/k/a Holy Family-St. Mary’s Catholic School (the “School”) is owned and operated by Holy Family Catholic Parish, a Roman Catholic parish of the Diocese of Fargo.

Holy Family Catholic Parish and St. Mary’s Catholic Parish have a longstanding relationship based on communication and collaboration with regard to the School.

The School is established to carry out the teaching ministry of the Catholic Church. As such, the religious and academic programs are and shall at all times continue to be in accordance with the teachings and laws of the Roman Catholic Church and the Diocese of Fargo.

The Pastor of Holy Family Catholic Parish hereby establishes a consultative board to assist him and his appointed principal (the “Principal”) in the governance of the School. A consultative board, as defined in A Primer of Education Governance in the Catholic Church, assists the Pastor and the Principal in governance of the parish education program. This consultative board, operating under the guidance of the Diocesan Department of Catholic Schools and Superintendent of Schools, shall have as its primary concern the ministry of Catholic school education and shall concern itself with policy matters pertaining to the general excellence of the School.

ARTICLE I - HOLY FAMILY-ST. MARY’S CATHOLIC SCHOOL BOARD

The name of this consultative board shall be the Holy Family-St. Mary’s Catholic School Board (“the Board”).

ARTICLE II - PURPOSE AND FUNCTION

Section 1. Consultative Board

The Board is a consultative board. A consultative board advises the Pastor and the Principal in the administration of the school, to further the mission and goals of the School, and to provide leadership assistance and support for the School.

Section 2. Board Responsibilities and Duties

The main responsibilities of the Board include providing advice and counsel to the Pastor and the Principal on a range of matters, including but not limited to the following topics.

- A. **Strategic Planning.** The Board shall assist the Pastor and the Principal in formulating strategic goals for the long-term direction of the School.
- B. **Policy Formulation.** The Board shall, within the framework of diocesan policies, provide advice and counsel to the Pastor and the Principal with regard to the formulation and adoption of School policies as well as implementation of those policies. The Board shall also monitor implementation of those policies. The Pastor and the Principal shall have final approval and adoption of School policies.
- C. **Financial Planning and Management.** The Board shall provide advice and counsel to the Pastor and the Principal with regard to long-range financial planning, annual budget development, and financial reporting.
- D. **Institutional Advancement/Development.** The Board shall provide advice and counsel to the Pastor and the Principal with regard to the establishment and maintenance of an institutional advancement program for the school, following diocesan guidelines, to enhance the image, enrollment, and financial viability of the school. This shall include professional development and impact training to address the School's strategic and evolving priorities.
- E. **Evaluation and Self-Assessment.**
 - a. The Board shall evaluate regularly, and at a minimum annually, the efficacy of the School's mission statement, goals, and policies and report to the Pastor and Principal as to the results of the evaluation.
 - b. The Board shall self-assess regularly, and at a minimum annually, the Board's performance and report to the Pastor and Principal as to the results of the evaluation.
 - c. The Board shall evaluate regularly, and at a minimum annually, the Principal through the process provided by the Office of Catholic Schools.
- F. **Communications.** The Board shall provide advice and counsel to the Pastor and Principal about communicating School policies and activities to the various school constituencies.
- G. **Recommendations for the appointment of the Principal, Teachers.** The Board shall participate in the selection of the Principal and teachers.
- H. **School curriculum.** The Board shall provide advice and counsel concerning curriculum decisions.

Section 3. The Board lacks authority and responsibility in the following matters:

- A. The Board shall not formulate policies separate from the Pastor and the Principal.

- B. The Board shall not make any decisions about the amount of parish funds used in support of the School. It may, however, provide advice and counsel to the Pastor on this topic in connection with its responsibilities and duties articulated in Section 2 of Article II.
- C. The Board shall not make any decisions concerning the discipline or dismissal of any individual student.
- D. The Board shall not make any decisions concerning discipline or termination of staff and personnel but that does not preclude the Pastor from seeking the Board's advice and counsel on such matters.

ARTICLE III - RELATIONSHIP WITH OTHER GROUPS

Section 1. Diocese of Fargo

These bylaws shall not conflict with diocesan school policies.

Section 2. Parish/Pastoral and Finance Councils

The Board may cooperate and collaborate with the Parish/Pastoral and Finance Councils of Holy Family and St. Mary's Catholic Parishes.

Section 3. Principal

- A. The Principal shall provide to the Board regular information from the Diocese of Fargo concerning diocesan policies impacting Catholic elementary education. The Principal shall implement diocesan school policies that have been formulated by the Diocesan Office of Catholic Schools, approved by the Bishop, and promulgated by the Diocesan Superintendent of Catholic Schools.
- B. The Principal shall serve as a member and Administrative Officer of the Board as provided in Article IV (Membership).

Section 4. Parent Organization

- A. The relationship between the Board and the parent organization shall be characterized by a common vision, clarity of responsibilities, communication, and collaboration.
- B. As provided in Article IV (Membership), an officer of the School's parent organization, or a designated representative from the School's parent organization that the Principal appoints, may serve as an *ex-officio* Board member without voting rights.

Section 4. Faculty

- A. The relationship between the Board and the Faculty shall be characterized by mutual support, communication, and cooperation.
- B. As provided in Article IV (Membership), a faculty member may serve as an *ex-officio* member of the Board without voting rights. If no teacher is present at any Board meeting, then the Principal represents the Faculty to the Board.

ARTICLE IV- MEMBERSHIP

Section 1. Board Membership.

- A. The Board shall consist of seven (7) elected members, who are parents or guardians of students who attend the School (the “Parent/Guardian Board Members”). These members have voting rights.
- B. The Board shall also consist of the following *ex-officio* members, without voting rights:
 - 1. the Principal;
 - 2. the Pastor of Holy Family Catholic Church; and
 - 3. the Pastor of St. Mary’s Catholic Church.
- C. The Board may also consist of the following *ex-officio* members, without voting rights:
 - 4. An officer of the parent organization, or a designated representative of the parent organization who the Principal appoints; and
 - 5. A faculty member.

Section 2. Term of Parent-Guardian Board Members.

- A. Length of term. Each Parent/Guardian Board Member shall serve a three-year term.
- B. Term limit. A Parent/Guardian Board Member shall not serve more than two consecutive terms, but may serve additional non-consecutive terms.

Section 3. Election and Appointment of Parent/Guardian Board Members.

- A. Student parents shall elect the seven (7) Parent/Guardian Board Members provided for in Section 1.A of this Article.
- B. Following election, the Pastor shall approve and appoint them if he determines the elected members sufficiently satisfy the following criteria:
 - 1. Interest in and commitment to Catholic education in general, and a specific commitment to the mission and philosophy of the School;

2. Availability to attend meetings and periodic in-service programs and to participate in committee work;
3. Ability to maintain high levels of integrity and confidentiality;
4. Ability to deal with situations as they relate to the good of the educational ministry of the School and the Parishes.
5. Capacity to give witness to Christian and moral values within the school and parish communities.
6. Willingness to participate in and provide leadership for resource development programs for the school. It is the expectation that all Board members 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. Exclusions from Board Membership.

School employees, other than those who serve in *ex-officio* positions, may not sit on the Board.

Section 5. Resignation and Removal of Parent/Guardian Board Members

- A. **Resignation.** Any Parent/Guardian Board Member may resign at any time by giving written notice to the Chairperson. Such resignation shall take effect at the time specified in the notice.
- B. **Removal.** The Pastor may remove any Parent/Guardian Board Member if he decides that removal is in the best interest of either of the Parishes or the School.

Section 6. Board Vacancy

The Pastor, after receiving and considering recommendations from the Principal, shall appoint a parent or guardian to fill any Parent/Guardian Board Member vacancy that results from resignation or removal under Section 6 of this Article. The Pastor-appointed Parent/Guardian Board Member shall serve for the remainder of the academic year in which she is appointed under this Section.

ARTICLE V – OFFICERS

Section 1. Elected Officers Distinguished from the Administrative Officer.

- A. **Elected Officers.** The elected officers of the Board shall be the Chairperson, the Vice Chairperson, and the Secretary.
- B. **Administrative Officer.** The Principal shall serve as Administrative Officer to the Board. This office is unelected.

Section 2. Election or Appointment of Officers.

- A. The Board shall elect Section 1.A officers annually at the May meeting of the Board. The election of these officers is subject to ratification by the Pastor.
- B. Alternatively, in the absence of an election, the Pastor and the Principal may appoint the Section 1.A Board officers.

Section 3. Executive Committee

The Executive Committee consists of the Administrative Officer, the Chairperson, and the Vice Chairperson.

Section 4. Officer Duties

- A. **Chairperson.** The Chairperson shall preside at all regular special meetings of the School Board and at Executive Committee sessions. The Chairperson shall have additional authority to assign duties and responsibilities to individual Board members, oversee committee activities, and review Board self-assessments.
- B. **Vice Chairperson.** The Vice Chairperson shall perform all of the Chairperson's duties in the absence of the Chairperson. She is also a member of the Executive Committee.
- C. **Secretary.** The Secretary shall keep accurate minutes, maintain a record of the appointment of all Board committees, maintain a record of all correspondence concerning Board matters.
- D. **Administrative Officer.** The Administrative Officer (the Principal) is an unelected Board officer. She may call meetings of the Executive Committee and shall be responsible for bringing relevant information to the Board, including information concerning diocesan policies and plans.

Section 5. Term of Board Officers

- A. Each elected Board Officer shall serve a one-year term running from the date of her election by the Board, or appointment by the Pastor, whichever applies, and ending on the date her successor is elected or appointed, whichever applies.
- B. No elected Board officer may hold the same office for more than two consecutive terms.

ARTICLE VI – BOARD MEETINGS

Section 1. Regular Meetings.

Regular meetings of the Board shall be held monthly, at least eight (8) times per year.

Section 2. Emergency Meetings.

- A. The Board may convene for emergency meetings.
- B. The Pastor, the Chairperson, or the Principal may call for an emergency meeting.
- C. The party or parties calling for any emergency meeting must provide written notice to all Board members before convening the meeting.

Section 3. Annual Meeting

The Board shall convene an annual meeting each academic year. The purpose of the annual meeting is evaluation and assessment consistent with Section II.2.E of these bylaws. The annual meeting may take the place of one of the eight regular meetings or may count a one of the eight regular meetings. The Board shall produce an “end of year” annual report in connection with the annual meeting.

Section 4. Executive Committee Meetings

- A. The Executive Committee includes the Chairperson, the Vice Chairperson, the Principal (as Administrative Officer), and the Pastor.
- B. Any one of these parties may convene an Executive Committee for a particular purpose(s).

Section 5. Meeting Protocols

- A. The Board’s regular and annual meetings shall be open to all interested parties, and notice of all regular meetings shall be posted in the weekly school newsletter and online.
- B. The Board shall provide for “public time” at regular and annual meetings during which non-Board members may address the Board.
- C. Executive Committee meetings and emergency meetings are not open meetings, but the Board will communicate the fact that the meeting occurred and the topic following any meeting.

ARTICLE VII - RULES OF ORDER

Section 1. Consensus

As much as possible, the Board shall reach consensus on advice and counsel it provides to the Pastor and Principal.

Section 2. Parliamentary Rules

When necessary, parliamentary rules may be employed using Robert's Rules of Order as a guide. The Chairperson shall appoint a parliamentarian when appropriate.

Section 3. Policy Issue Decisions

Ordinarily, decisions regarding policy matters and other major issues are not made at the "first reading." The "second reading" of the policy occurs after additional consultation and clarification. At that time, the Board begins its decision-making process.

Section 4. Quorum

A simple majority of the voting members of the Board together with the Pastor in attendance shall constitute a quorum for each meeting.

ARTICLE VIII - COMMITTEES

Section 1. Standing Committees.

A. The standing committees of the Board shall be:

1. the Policy Committee;
2. the Curriculum Committee;
3. the Finance Committee; and
4. the Marketing Committee.

B. Standing Committee Membership.

1. The Chairperson shall appoint members of the standing committees.
2. Standing committee members may be comprised of non-Board members.
3. Standing committee chairpersons shall be Board members.
4. The chairperson of the Board and the administrative officers of the Board shall be ex-officio members of all standing committees.

Section 2. Specific Committees

A. The Board shall adopt specific committee charges each year in September.

- B. The Chairperson and the Administrative Officer may be *ex-officio* members of all standing committees.

Section 3. Special Ad Hoc Committees

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

ARTICLE IX - COMPENSATION

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

ARTICLE X – CONFLICT OR DUALITY OF INTEREST

Section 1. Definition of Interest.

For purposes of this Article, a person has 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, the Holy Family Parish or St. Mary’s Parish, 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 or either the Holy Family or St. Mary’s Parish.

Section 2. Requirement of Disclosure of Interest.

Any Board member having an interest in a contract or other transaction coming before the Board or committee of the Board shall give prompt, full and frank disclosure of said interest to the Chairperson before the Board acts on such contract or transaction.

Section 3. Board Consideration of Interest.

- A. Upon disclosure, the Board member's interest shall be presented to the full Board.
- B. At the time of disclosure, the Board shall determine, without participation by the interested member, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist.
- C. If the Board determines that such a conflict exists, the interested Member shall not vote on, nor use personal influences on, nor participate in the discussions or deliberations with respect to such contract or transactions.

ARTICLE XI - INDEMNIFICATION

Each Board member shall be indemnified against all expenses actually or necessarily incurred in connection with the defense of an action, suit or proceedings to which he or she has been made a party, by reason of being or having been a Board member, except in relation to matters in which

the Board member shall be adjudicated in an action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duty.

ARTICLE XII – AMENDING AND REVIEWING BOARD BYLAWS

Section 1. Amendments to bylaws.

These bylaws may be amended only after:

- a. the Board votes in favor of any amendment by a two-thirds (2/3) majority vote;
- b. the Pastor approves any amendment in writing; and
- c. the Diocesan Superintendent of Catholic Schools ratifies any amendment in writing.

Board members must receive written notice about prospective amendments one month before the vote to amend.

Section 2. Periodic review of bylaws.

The Board shall review and evaluate these Bylaws regularly, but at least every three (3) years.

Adopted by: _____ (Chairperson)

Approved by: _____ (Principal)

Approved by: _____ (Pastor)

Ratified by: _____ (Superintendent of Catholic Schools, Diocese of Fargo)