

2-26-14 draft, rev. 4-16-14, rev. 4-30-14, rev. 6-23-14, rev. 8-11-14, 9-4-14
(November 17, 2014 correction to 9-4-14 DEC Board Approved draft; Bishop Modified May 28, 2015)
(FGR Board amendment approved by Bishop on October 4, 2017; additional amendments
clarified and re-submitted to Bishop on 11-15-17. These are indicated with strikethrough and
new language in red.)

**Diocese of Lansing
Lansing, Michigan
Diocesan-Owned Schools**

Father Gabriel Richard High School

BYLAWS – BOARD OF TRUSTEES

PREAMBLE

Father Gabriel Richard High School is a coeducational Catholic school owned by the Diocese of Lansing. The school is 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 policies of the Diocese of Lansing.

At this time, it is the intention of the Bishop of the Diocese of Lansing with the Diocesan Superintendent of Schools to establish a Board of Trustees operating as a *Board of Specified Jurisdiction*. The Board of Trustees is established consistent with the policies, procedures, guidelines, regulations, and best practices promulgated by the Diocesan Office of Catholic Schools.

The Bishop believes that such collaboration is in the best interest of the schools and can be achieved by delegating certain responsibilities to the Board, while reserving to the Bishop and Diocese the authority proper to their roles.

INTRODUCTION AND RATIONALE

This Board of Trustees, operating as a Board of Specified Jurisdiction, shall have as its primary concern the ministry of Catholic secondary school education: the spiritual, intellectual, physical, emotional, and social development of the students. The Board, operating in conformity with the policies of the Diocese of Lansing, under the guidance of the Diocesan Office of Catholic Schools and the Superintendent of Schools, shall concern itself with local school planning and policy issues pertaining to the general excellence of Catholic education at Father Gabriel Richard High School.

Working in close collaboration with the President of the school, and hearing the parents, students, pastors, administration, faculty, staff, partner schools, alumni, benefactors, and other stakeholders, this Board of Trustees shall formulate local school policies and plans 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 Lansing and the Diocesan Superintendent of Schools.

ARTICLE I – NAME

The name of this body shall be the Board of Trustees for Father Gabriel Richard High School, hereafter referred to as the Board of Trustees.

ARTICLE II – PURPOSE AND FUNCTION

Section 2.1 – Establishment

The Board of Trustees is established by the Bishop of the Diocese of Lansing as a Board of Specified Jurisdiction.

Section 2.2 – Purpose

Subject to the authority of the Bishop, the Superintendent of Schools, and the Diocesan Board of Education, the Board shall be responsible for:

1. Strategic planning, including development of the normative foundational documents.
2. Formulation of local school policies, to guide planning and administration in the areas of:
 - a. Academic affairs;
 - b. Student affairs;
 - c. Matters related to faith and Catholic identity;
 - d. Business operations;
 - e. Institutional advancement.

All policies must be consistent with and not contradict Diocesan policies.

3. Evaluation of:
 - a. The President, to be performed in conjunction with the Superintendent of Schools;
 - b. The effectiveness of local school policies and plans;
 - c. The effectiveness of Board operations;
 - d. Adherence to, and accomplishment of, the mission of the school
4. Oversight of financial operations.
5. Oversight of and participation in institutional advancement programs designed to attract human and financial resources.
6. Adherence to, and accomplishment of, the mission of the school.

Section 2.3 – Authority of the Bishop

The Bishop of the Diocese of Lansing has the authority of his office and, in conjunction with the Superintendent of Schools, is responsible for:

1. Approval of the philosophy and mission statements for the school.

2. Establishment of the Board of Trustees.
3. Appointment of Trustees.
4. Approval of the bylaws for the Board of Trustees. The Bishop may amend the bylaws at any time.
5. Approval for all acquisitions of real estate, capital improvements, facility additions or demolition, or structural changes.
6. Approval for any borrowing.
7. Approval 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 of the President who is recommended by the Superintendent after consultation with the Board.
12. Final approval of the hiring of a Principal who is recommended by the President after consultation with the Superintendent and the Board.

ARTICLE III – RELATIONSHIP WITH OTHER GROUPS

Section 3.1 – Diocese of Lansing

Regular information from the Diocese of Lansing concerning Diocesan policies impacting Catholic elementary and secondary education shall be provided by the President as in-service to the Board. The President and Principal shall implement Diocesan policies formulated by the Diocesan Board of Education, decreed and promulgated by the Bishop.

Section 3.2 – Parent Organizations / Booster Clubs

The relationship between the Board and any parent organizations or booster clubs shall be characterized by a common vision, clarity of responsibilities, good communication, and collaboration.

Section 3.3 – 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, but not more than twenty-one Trustees appointed by the Bishop with categorical membership as follows:

1. Parents (less than 50% of membership)
2. Alumni or parents of alumni.
3. Leaders within the civic, business, and professional communities.
4. Partner school administrators. [A principal or two could serve well Trustees, but partner school principals do not serve as ex officio members]
5. Vicar or his priest delegate. [Other priests could serve as Trustees.]

Note: 100% of Trustees shall be practicing Catholics in good standing with the Church.

Section 4.2 – Ex Officio Member

The President shall serve as a non-voting, ex officio member of the Board. The President shall act as administrative officer to the Board.

Section 4.3 – Nominations / Criteria

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

1. Interest in and commitment to Catholic education in general, and a specific commitment to the mission and philosophy of Father Gabriel Richard High School.
2. Availability to attend meetings and periodic in-service programs and to participate in committee work.
3. Ability to maintain the highest levels of integrity and confidentiality.
4. Ability to deal with situations as they relate to the good of Father Gabriel Richard High School.
5. Capacity to give witness to Catholic and moral values within the school community.
6. Willingness to participate in and provide leadership for resource development programs for the school consistent with the Board's goal as presented in the annual development plan.

Section 4.4 – Exclusions

Employees of the school 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 as spouse, child, parent, brother, sister, or in-laws.

Section 4.5 – Appointment and Terms

Each Trustee, other than a Trustee who serves ex officio, shall be appointed by the Bishop for a three-year term. Each ex officio Trustee shall serve only during the time he or she serves in the position giving rise to the ex officio appointment.

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

Section 4.6 – Resignation and Removal of Trustees

Any Trustee 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 Trustee may be removed by the Bishop.

Section 4.7 – Vacancy

Any vacancy on the Board may be filled by the Bishop for the unexpired portion of the term in the same manner as provided for in the original appointment.

Section 4.8 – Attendance

Any Trustee who shall be absent from a total of three Board meetings in a year shall be deemed to have resigned as a Trustee unless reinstated with **the recommendation of the Executive Committee and** written approval of the Superintendent of Schools.

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 Superintendent of Schools.

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 President serving as administrative officer and the chairperson, vice-chairperson, and secretary.

Section 5.4 – Duties

The duties of the officers shall be:

1. 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 Trustees.

No Trustee shall be eligible to serve as chairperson of the Board without having completed two years of service on the Board.

2. 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.
3. 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 attendance, terms and committee assignments, and all reports and documents related to Board activities.

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

4. Administrative Officer – The President shall serve as administrative officer to the Board. The President 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 a Board officer shall begin on **July 1. Proposed candidate names will be submitted for consideration at the May meeting and the election of Board officers will be held in June.** ~~and end with the election of a successor the following year.~~ No individual may serve more than three consecutive terms as chairperson.

ARTICLE VI – MEETINGS

Section 6.1 – Regular Meetings

Regular meetings of the Board shall be held bimonthly, at least six times per year.

Standing committees of the Board will meet in the alternating months.

Regular meetings of the Board shall be held in school facilities.

Section 6.2 – Special Meetings

Special meetings may be called by the Superintendent of Schools, the chairperson, the President, or by written request of one-third of Trustees. Written notice must be provided at least five 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 interested parties, and notice of all regular meetings shall be posted and publicized in school memos and newsletters.

If any person, other than a Board member, wishes to present a matter to the School Board, that person must obtain the approval of the Chair and Executive Committee at least ten days prior to the meeting in order to place the matter on the agenda. The request for inclusion of a matter on the agenda must be submitted in writing and be accompanied by an explanation of the item.

The Board shall establish an internal Board policy dealing with “closed meetings” or executive sessions.

Section 6.5 – Executive Session

All meetings of the Board, both regular and special, shall be open to the public unless the Board Chair, President, Superintendent of Schools, or the Board by a majority vote deems it necessary for the Board to go into Executive Session for discussion and deliberation. Confidential personnel matters, grievances, and security measures are to be addressed in Executive Session. Executive Sessions are closed to the public. All votes following an executive session shall be taken in open session.

ARTICLE VII – RULES OF ORDER

Section 7.1 – Consensus

As much as possible, the Board shall reach consensus on all actions. Consensus is defined as the willingness of all attending members to support a decision being made. If consensus cannot be reached, the Board will utilize parliamentary rules.

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 that establish local school policy or deal with other major issues cannot be made at the meeting at which they are introduced. The formulation of local school policy regarding policies about faith, morals, health, safety, and the like should include consultation and clarification regarding legal and other limits with appropriate authorities.

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 Committees

The standing committees or subcommittees of the Board shall be:

1. Executive Committee;
2. Policy, Planning, and Mission Effectiveness Committee;
3. Building and Grounds Committee;
4. Finance Committee;
5. Committee on Trustees;
6. Advancement Committee;
7. Marketing, Communications, and Enrollment 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 Trustees, 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 XI – COMPENSATION

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

ARTICLE X – CONFLICT / DUALITY OF INTEREST

Any Trustee having an interest in a contract or other transaction (including academic 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 Trustee's interest shall be presented to the full Board. The Board shall determine, without participation by the interested Trustee, 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 Trustee 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 Lansing shall indemnify all Trustees for any alleged act of negligence or omission resulting in damage or injury if the volunteer was acting in good faith and within the scope of his or her authority; the volunteer's conduct did not amount to gross negligence or willful and wanton misconduct; the volunteer's conduct was not an intentional tort; the volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed.

The school will provide and maintain Director's and Officer's Liability Insurance to cover all Trustees and committee members.

ARTICLE XII – AMENDMENTS

Amendments to these bylaws may be proposed to the Bishop by a two-thirds majority vote of the Board. Trustees must receive written notice about amendments one month before the vote to amend. Further, the Bishop may amend the bylaws at any time.

ARTICLE XIII – ADOPTION OF BYLAWS

Superintendent of Schools

Date

Bishop of the Diocese of Lansing
Received and read by:

Date

President, Father Gabriel Richard High School

Date