

DIOCESE OF GRAND RAPIDS, MICHIGAN

GRAND RAPIDS CATHOLIC SECONDARY SCHOOLS

WEST CATHOLIC HIGH SCHOOL

BYLAWS – BOARD OF DIRECTORS

Model Approved 6/27/2011
Revised 3/19/2012
Revised 12/22/2014
Revised 9/18/2020

INDEX

	<u>Page</u>
Introduction.....	1
Article I – Name.....	1
Article II – Purpose and Function.....	1
Article III – Relationship with Other Groups	3
Article IV – Membership	4
Article V – Officers	6
Article VI – Meetings	8
Article VII – Rules of Order	9
Article VIII – Committees	10
Article IX – Compensation	11
Article X – Conflict/Duality of Interest	11
Article XI – Indemnification.....	11
Article XII – Amendments.....	12
Appendix A – Signature Form for Approving Amendments.....	13

Model Approved 6/27/2011
Revised 3/19/2012
Revised 12/22/2014
Revised 9/18/2020

INTRODUCTION

The Grand Rapids Catholic Secondary Schools (“GRCSS”) operates two diocesan Catholic high schools, each with their own Board of Directors (the “Boards”), each operating as Boards of Limited Jurisdiction, and each having as their primary concern the ministry of Catholic secondary school education, including the spiritual, intellectual, physical, emotional, and social development of their students. The Boards, operating in conformity with the policies of the Diocese of Grand Rapids, Michigan (the “Diocese”), under the guidance of the Canonical Administrator and the Diocesan Superintendent of Schools (the “Superintendent”), shall concern themselves with local school planning and policy issues pertaining to the general excellence of Catholic education at Catholic Central High School and West Catholic High School (each hereafter, the “School”).

Working in close collaboration with its President, the West Catholic Board, while seeking input from stakeholders as needed, shall formulate policies and plans that will enable West Catholic to reach its agreed-upon goals. These goals are related to, but not limited to, the overall goals established by the Diocese and the Superintendent.

Notwithstanding the foregoing, the powers accorded to the respective Boards, as well as accorded and reserved to the Bishop, the Canonical Administrator and the Superintendent, are defined hereafter in Article II below.

ARTICLE I – BOARD NAME

The name of the West Catholic Board shall be the Grand Rapids West Catholic High School Board of Directors, hereafter referred to as the “Board”.

ARTICLE II – BOARD PURPOSE AND FUNCTION

Section 2.1 – Board Establishment

The Board is established by the Bishop as a Board of Limited Jurisdiction as defined in *A PRIMER ON EDUCATIONAL GOVERNANCE IN THE CATHOLIC CHURCH* (J. Steven O’Brien, Ed., Washington, D.C., NCEA, 1987, 2nd Edition 2009). Attached as Exhibit A, is an excerpt from this primer.

Section 2.2 – Board Purpose

Subject to the reserved powers enumerated in Section 2.3, the Board shall be responsible to the Canonical Administrator for:

1. Strategic planning.
2. Formulation of policies, other than those held in the Section 2.3 reserved powers, to guide planning and administration in the areas of:
 - a) Mission and Vision development;
 - b) Development and monitoring of annual performance goals to advance Mission and Vision;
 - c) Programming and services;
 - d) Budgets and other financial matters;
 - e) Facilities use, expansion, maintenance and technology; and
 - f) Marketing, development, enrollment and communication.

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

3. Evaluations of the:
 - a) President in conjunction with the Canonical Administrator;
 - b) Effectiveness of policies and plans;
 - c) Effectiveness of Board operations; and
 - d) Mission Effectiveness.
4. Oversight of financial operations:
 - a) Overseeing the business and financial matters of the School;
 - b) Preparing and approving a fiscally responsible and balanced budget for the School;
 - c) Monitor financial reports to ensure financial assets are expended in accordance with budget expectations;
 - d) Developing fiscally responsible policies around business and financial matters; and
 - e) Developing and monitoring a strategic plan that includes appropriately detailed financial projections.

The Board intentionally involves the Canonical Administrator, Superintendent and Bishop when business and financial operations, policies and plans require the reserved powers pursuant to those listed in Section 2.3.

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 (“CA”), appointed by the Bishop (“B”) as his representative, and the Superintendent (“S”) have the following reserved powers:

	<u>CA</u>	<u>S</u>	<u>B</u> ¹
1. Approval of the philosophy and Mission statement for the School	*	*	*
2. Establishment of the Board as one of Limited Jurisdiction	*	*	*
3. Approved of Board Directors based on the Board’s recommendation ²	*	*	
4. Approval of the Bylaws for the Board	*	*	
5. Approval for all capital improvements, additions and 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. Appointment of auditing counsel	*	*	*
10. Oversight to ensure no alienation of Church property	*	*	*
11. Appointment of the School Leader – Currently President in consultation with the Board	*	*	*

¹ The Bishop specifically reserves powers listed in Items #5, 6, 7, 8, 9 and 10 to himself pursuant to existing Diocesan policy and procedures. In carrying out his responsibilities, the Bishop will involve advisors as he deems necessary.

² Board Directors are approved by the Canonical Administrator based upon the Board’s recommendation. The Superintendent’s role in the process is primarily concentrated in approval of the process for nomination as provided for in Article IV.

ARTICLE III – RELATIONSHIP WITH OTHER GROUPS

Section 3.1 – Diocese

Regular information from the Diocese concerning Diocesan policies impacting elementary and secondary education shall be provided by the President as in-service to the Board.

Section 3.2 – Faculty

The relationship between the Board and the faculty shall be characterized by mutual support, good communication and cooperation. The School principal represents the faculty to the Board. From

time to time, faculty 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 offering faculty employment arrangements.

Section 3.3 – Parent Organizations

From time to time, representatives from the Parent Organizations may be invited to share information with the Board on matters concerning the School.

ARTICLE IV – MEMBERSHIP

Section 4.1 – Membership Defined

Board membership shall consist of a minimum of nine (9), but not more than seventeen (17) Directors appointed by the Canonical Administrator. It is the Board’s clear objective to obtain its membership from each of the following categories:

1. Partner or supporting parish priests.
2. Parents of students currently enrolled in the School or in a partner school within the Diocese (ideally, no more than forty percent (40%) of membership).
3. Alumni or parents of alumni of the School.
4. Leaders within civic, academic, business and professional communities.
5. Partner school principals.

The Board will make all reasonable efforts to draw representation from each of the above categories, but recognizes that institutional demands and/or the availability of qualified candidates may not allow it to attain this goal each year.

A minimum of ninety percent (90%) of Board members shall be practicing Catholics in good standing with the Church.

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

Section 4.2 – Nomination Process for Directors

The Executive Committee shall seek out and prepare a slate of prospective nominees for Director positions who have demonstrated the following criteria:

1. Interest in and commitment to Catholic education 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 exercise good judgment with respect to the School.
5. Capacity to give witness to Catholic and moral values within the community.
6. 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 abilities.

The slate of recommended nominees shall be presented to the Board at the Annual Meeting (Section 6.3). Pursuant to the procedures outlined in Article VII, the recommendation of such nominees shall be presented to the Canonical Administrator for approval as Directors.

Section 4.3 – Exclusions Approved by Canonical Administrator

Employees of the School and their immediate families, other than those who serve in ex officio positions, may not serve as Directors. The term *immediate family* shall be defined as spouse, child, parent, brother, sister, or in-laws.

Section 4.4 – Appointment and Terms of Directors

Each Director shall serve for a three-year term. 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 Director shall serve more than two (2) terms consecutively regardless of whether any such term shall be less than three (3) years. Directors shall be eligible for reappointment after having not served on the Board for one (1) year.

The Canonical Administrator may appoint an ex officio Director at the sole discretion of the Canonical Administrator or the Bishop. Each ex officio Director shall serve only during the time contemplated by the designated position for which such individual was appointed to the Board.

Section 4.5 – Resignation and Removal of Directors

Any Director may resign at any time by giving written notice to the Chair. Such resignation shall take effect at the time specified therein.

Any Director may be removed by the Canonical Administrator, in consultation with the Chair, if it is deemed that removal is in the best interest of the School.

Section 4.6 – Vacancies

Any vacancy on the Board may be filled by the Canonical Administrator upon recommendation of the Executive Committee for the unexpired portion of the term in the same manner as provided for in the original appointment. Upon approval from the Canonical Administrator, such individual may then serve up to two (2) terms as described in Section 4.4.

Section 4.7 – Attendance

Any Director who shall be absent from a total of three (3) Board meetings in a year shall be deemed to have resigned as a Director unless reinstated with approval of the Canonical Administrator and as recommended by the Executive Committee.

ARTICLE V – OFFICERS

Section 5.1 – Officers’ Titles/Positions

The officers of the Board shall be Chair, Vice Chair, Secretary, Finance Committee Chair (Treasurer), and Past Chair (together, the “Officers”). The Officers shall be elected annually by the Board, subject to ratification by the Canonical Administrator.

Section 5.2 – Election of Officers

The election of the Officers shall take place at the Annual Meeting (Section 6.3).

Section 5.3- Executive Committee

The Executive Committee shall consist of the Canonical Administrator, the Officers and the President (ex officio).

Section 5.4 – Duties

The Chair:

The Chair shall have the following duties:

1. Preside over all regular and special meetings of the Board, and present statements at such meetings generally outlining detail and facts relevant to the condition and affairs of the School as well as on-going planning being conducted by the Board with regard to the condition and affairs of the School.
2. Preside over Executive Committee meetings.

3. Represent the Board in communications with the Bishop, the Canonical Administrator, the Superintendent, the School faculty and staff and the School communities.
4. Approve and execute documents on behalf of the Board, subject to any required input or approval from the Canonical Administrator.
5. Schedule regular and special meetings of the Board and Executive Committee and create and distribute a calendar of meeting dates in a timely fashion.
6. Establish standing and ad hoc committees as discussed with and approved by the Bishop, the Canonical Administrator or the Board, and take other action generally necessary to carry out the work of the Board.
7. Appoint members to Board committees established by the Canonical Administrator or the Board.
8. Work with the School administration on issues and matters it requests, invite members of the administration to make presentations at Board meetings, and facilitate discussions and projects with which the Board becomes involved in connection with the School and their administration.

The Vice Chair:

The Vice Chair shall take the place of the Chair and shall perform the Chair's duties at any time that the Chair shall be unable to attend any regular or special meeting or, additionally, carry out some or all of the Chair's duties. The Vice Chair shall also be permitted to act on behalf of the Chair if action needs to be taken outside of a regular or special meeting provided that the Vice Chair has the approval of the Canonical Administrator. In addition, the Vice Chair shall be in charge of the Section 4.2 Nomination Process for Directors.

The Secretary:

The Secretary shall have the following duties:

1. Keep a written record of all proceedings of the meetings of the Board and furnish the Bishop, the Canonical Administrator and each Director a copy of the minutes for each meeting conducted by the Board. The proposed minutes shall be presented to the Board and will be reviewed and approved (subject to any required revisions) at the next regularly scheduled Board meeting. All Board minutes shall be published on the School websites and further disseminated by the Board in any other manner as deemed appropriate by the Board.
2. Further carry out any other activities requested by the Chair or the Canonical Administrator.

While retaining full responsibility for the foregoing duties, the Secretary may also delegate some or all of the Secretary's duties to administrative personnel of the School.

The Finance Committee Chair (Treasurer):

The Finance Committee Chair (Treasurer) shall have the following duties:

1. Preside over meetings of Finance Committee.
2. Assist and advise the Business Manager of the School through the review of financial reports, budgets and other documentation germane to the Business Manager's responsibilities.
3. Meet and work with outside accounting firms retained by the School or the Diocese for audit, tax and other related service engagements in order to properly advise the School administration and lead the activities of Finance Committee.

The Past Chair:

With the support of the Canonical Administrator and the Board, the most recent Chair shall serve in the capacity of Past Chair as a member of the Executive Committee for one (1) academic year following the end of his or her term.

Section 5.5 – Term

The term of office for Officers shall begin with their election at the Annual Meeting and end with the election of their successors at the following Annual Meeting.

ARTICLE VI – MEETINGS

Section 6.1 – Regular Meetings

Regular meetings of the Board shall be held at least four (4) times per academic year.

Standing committees of the Board shall meet at intervals at least as frequently as necessary to properly carry out the committees' missions, keeping minutes of such meetings and reporting to the Board on the work of the committees.

Regular meetings of the Board shall be held within the School facilities or at the Diocesan offices.

Section 6.2 – Special Meetings

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

Section 6.3 – Annual Meeting

An Annual Meeting of the Board shall be held as close to the end of the academic year as is practicable for the following primary purposes:

1. Appoint new Board members;
2. Confirm committee assignments for the next academic year; and
3. Conduct evaluations as outlined in Section 2.2, paragraph 3.

Section 6.4 – Meeting Protocol

All regular and special meetings of the Board shall be open to all stakeholders of the School. Notice of all regular and special meetings shall be posted and publicized in the School memos, newsletters, websites or other electronic means.

If any person, other than a Board member, wishes to present a matter to the Board, that person must obtain the approval from the Chair for placement on the agenda of a future regular or special meeting of the Board at least ten (10) days prior to such meeting. The request for inclusion of a matter on the agenda must be submitted in writing and be accompanied by an explanation of the item, including presentation materials. The Chair shall consult with the Executive Committee prior to granting approval for such requests.

At regular meetings of the Board so designated, members of the public shall be permitted to have an opportunity to address the Board on terms set by the Executive Committee. The Board will not be obligated to respond to any questions posed by members of the public at Board meetings, but rather the Board will take the comments and/or questions raised under consideration for further follow-up and response at a later time and in a manner solely determined by the Executive Committee.

Section 6.5 – Executive Session

Executive sessions may be called by the Chair, the Executive Committee, or the Canonical Administrator. Executive sessions are closed to the public.

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 as described in Section 7.2.

Section 7.2 – Parliamentary Rules

Where necessary, parliamentary rules shall be employed using Robert’s Rules of Order (latest copyright) as a guide. The Chair shall appoint a parliamentarian when appropriate. Subject to Section 7.4, a majority vote of the Directors then present will result in the passage of policy or the nomination of Board and Executive Committee members.

Section 7.3 – Policy Issues

Policy development shall occur within the appropriate standing, special or ad hoc committee as determined and assigned by the Executive Committee. The committee chair shall draft policy recommendations that shall be presented to the Executive Committee for review and support. The Executive Committee shall, in turn, forward its support to the Board for final review and approval. Subject to Section 7.4, policy approval cannot be established at the meeting at which it is first introduced or reviewed by the Board unless there is unanimous support of the Board members present.

Section 7.4 – Quorum

A simple majority of the voting Directors of record shall constitute a quorum for each meeting.

Section 7.5 – Meeting by Telephone or Similar Equipment

Any Director may participate in a meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

ARTICLE VIII – COMMITTEES

Section 8.1 – Standing Committees

The Board shall engage an appropriate number of Standing Committees necessary to carrying out the mission and vision statements of the School. The following areas of emphasis shall be addressed within the Board’s Standing Committees structure:

1. Executive
2. Mission Effectiveness
3. Policy & Planning
4. Building & Grounds

5. Finance
6. Director Nominations and Selection
7. Development
8. Marketing & Enrollment
9. Communication
10. Technology

Institutional demands may naturally support the consolidation or segregation of the work of one or more of these committees. The Board has the flexibility to do so in the interest of ensuring that all Standing Committees remain efficient and effective in carrying out their missions.

Section 8.2 – Committee Charges

Specific committee charges shall be adopted by each committee in consultation with the Executive Committee. Director members of Standing Committees shall be appointed by the Chair. Committee chairs shall be Directors. Non-Director members of Standing Committees may be drawn from outside of the Board as assessment needs are made by the committee chair in consultation with the Canonical Administrator, Chair, or the President. Whenever practicable, committee membership shall include members of the School communities possessing skills and experiences that will advance the committees' missions. The Chair and the President 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 the Chair in consultation with the Board.

Section 8.4 – GRCSS Collaboration Committee

As needed, the GRCSS Collaboration Committee will meet to ensure that the Boards of each School are leveraging all opportunities to optimize efficiency, share best practices and to positively promote Catholic School Education. The Collaboration Committee will be made up of the following from each School: the Executive Committees of each School; the Presidents of each School; and the Canonical Administrator. The Canonical Administrator, Board Chairs, or President's may request agenda items for discussion at meetings of the Collaboration Committee.

ARTICLE IX – COMPENSATION

Directors shall not receive compensation for their services. Bona fide expenses incurred by Directors may be reimbursed upon presentation of applicable evidence.

ARTICLE X – CONFLICT/DUALITY OF INTEREST

Any Director 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 Chair prior to the Board acting on such contract or transaction. Upon such disclosure, the Director's interest shall be presented to the Board. The Board shall determine, without participation by the interested Director, at such time as disclosure is made, 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 Director shall not vote on, or use personal influences on, or participate in the discussions or deliberations with respect to such contract or transaction.

For purpose 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 shall indemnify any Director for any alleged act of negligence or omission resulting in damage or injury if the:

1. Director was acting in good faith and within the scope of his or her authority;
2. Director's conduct did not amount to gross negligence or willful and wanton misconduct;
3. Director's conduct was not an intentional tort; or
4. Director'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.

ARTICLE XII – AMENDMENTS

These Bylaws may be amended only following a two-thirds (2/3) majority of the voting Directors, written approval is received from the Canonical Administrator and the Superintendent, and written ratification is provided by the Bishop. Directors must receive written notice about amendments one (1) month before being asked to vote to amend.

*Adoption and Implementing Signatures Set Forth
On Appendix A, On Page 13 Below*

Appendix A
Signature Form for Approving Amendments

Approved by:

Supt. also serves as canonical administrator
Superintendent

_____ Date

_____ Canonical Administrator

_____ Date

Ratified by:

_____ Bishop

_____ Date

The undersigned Secretary of the Board, being duly sworn, affirms and swears that the Board has approved the adoption of these amendments in conformance with current Board policy.

By: Secretary of the Board