



ST. IGNATIUS, MARTYR, CATHOLIC SCHOOL

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BYLAWS

FOR

ST. IGNATIUS, MARTYR, CATHOLIC SCHOOL ADVISORY BOARD

ARTICLE I

NAME

Section 1. Name. The name of this organization is St. Ignatius, Martyr, Catholic School Board (the “Board”).

ARTICLE II

PURPOSE

Section 1. Purpose. The purpose of the Board is to advise the Pastor of St. Ignatius, Martyr (the “Pastor”) and the Principal of St. Ignatius, Martyr School (the “Principal”) on matters related to the operation of St. Ignatius, Martyr School (the “School”).

Section 2. Conformity with Code of Canon Law and Diocese of Austin Policy.

- a. The Diocese of Austin (the “Diocese”) is recognized by the Code of Canon Law as a juridic entity. It is a portion of the people of God which is entrusted to its bishop for him and his successors to shepherd with the cooperation of the presbyterate, so that, adhering to its pastor and gathered by him in the Holy Spirit through the gospel and the Eucharist it constitutes a particular church in which the one, holy, catholic, and apostolic Church of Christ is truly present and operative.
- b. The Code of Canon Law recognizes the Parish as an autonomous and a separate juridic entity. The School is part of the Parish.
- c. Nothing contained herein shall vacate, alter, modify, or in any way change the continuing mutual rights and obligations of the Parish, the School, or the Diocese under the Code of Canon Law, the tradition, and polity of the Roman Catholic Church.

- d. These Bylaws are intended to recognize and be in conformance with the Code of Canon Law and to the extent these Bylaws are, or become, contrary to the Code of Canon Law, the tradition, and polity of the Roman Catholic Church, then they must be conformed in such a manner that complies and does not cause undue prejudice to the Code of Canon Law, the tradition, and polity of the Roman Catholic Church.
- e. The Board shall follow the Diocesan School Policy.

ARTICLE III **BOARD MEMBERS**

Section 1. Performance of Duties. The Board shall perform its duties in compliance with (i) any applicable law, (ii) the Code of Canon Law, and (iii) these Bylaws.

Section 2. Number and Term. The Board of shall consist of the following Members:

- a. The Pastor;
- b. The Principal;
- c. The Superintendent of Schools for the Diocese of Austin (the “Superintendent”); and
- d. (11) Advisory Members who shall be elected or appointed in accordance with Section 3 of this Article to serve staggered three (3) year terms. The Advisory Members may not serve more than two (2) consecutive three year terms without first rotating off the board for at least one (1) year. The terms shall be staggered such that approximately one-third of the Advisory Members will be elected or appointed each year.
- e. Death, Resignation, Vacancy, Removal of Advisory Members. An Advisory Member shall continue to serve until the end of his term and his successor has been duly elected or appointed. In any event, an Advisory Member who is elected as Chair, Vice Chair, or Secretary, for a term that would extend beyond their term as an Advisory Member will continue to serve as an Advisory Member until the expiration of their term as an elected officer. In the event that an Advisory Member dies, is incapacitated, resigns, or is removed by the Pastor, the Pastor shall appoint a successor to fill the Advisory Member’s position until the end of the applicable Advisory Member’s term of office.
- f. Vacancy of Pastor.
 - i. The Pastor ceases ipso facto to be a Member of the Board on the effective day of the appointment of his successor, the day of his death, resignation, suspension from the exercise of office, or removal of office as detailed in the Code of Canon Law.
 - ii. Any successor Pastor shall, on the effective day of his appointment, be ipso facto a member of the Board.

- g. Vacancy of Diocesan Superintendent of Schools.
 - i. The Diocesan Superintendent of Schools ceases ipso facto to be a Member of the Board on the effective day of the appointment of his successor, the day of his death, resignation, suspension from the exercise of office, or removal of office as detailed in the Code of Canon Law.
 - ii. Any successor Diocesan Superintendent of Schools appointed by the bishop shall, on the effective day of his appointment, be ipso facto a member of the Board.
- h. Vacancy of the Principal.
 - i. The Principal ceases ipso facto to be a Member of the Board on the effective day of the appointment of his successor, the day of his death, resignation, suspension from the exercise of office, or removal of office.
 - ii. Any successor Principal shall, on the effective day of his appointment, be ipso facto a Member of the Board.

Section 3. Approval/Removal of Advisory Members. Each Advisory Member shall be an individual nominated by the Nomination Committee and elected by a majority vote of the Board, but only after first receiving the approval from the Pastor that such person may serve on the Board. After disapproval by the Pastor of an individual nominated by the Nominating Committee, the Nomination Committee shall nominate another person within thirty (30) days and resubmit a name to the Pastor. If the Nominating Committee fails to nominate a person within thirty (30) days, the Pastor, after consulting with the Principal, may appoint the Advisory Member position. If nominees for any Advisory Member position are disapproved by the Pastor three (3) consecutive times, then the Pastor, after consulting with the Principal, shall appoint the Advisory Member position. The Pastor, after consulting with the Principal shall have the right to remove any person serving as an Advisory Member, if the Pastor determines, in his sole discretion, that such person does not meet the qualifications of the Advisory Member or the removal is in the best interests of the School and Parish.

Section 4. Qualifications of Advisory Directors. At least two-thirds (2/3) of the Advisory Members shall either be: (i) clergy with faculties in the Diocese of Austin; (ii) a religious who is in full communion with the Roman Catholic Church; or (iii) a lay individual who is a registered member of a parish in the Diocese of Austin and who is in full communion with the Roman Catholic Church. Also, a majority of the Advisory Members must be persons who are not the parent, grandparent, or a legal guardian of a student attending the School. Further, no person may be nominated for or serve as an Advisory Member if the person labors under any censure as provided by the Code of Canon Law. All Advisory Members must be at least twenty-five (25) years of age.

Section 5. Powers. The Board is advisory and has no power to take action on behalf of the School or Parish.

Section 6. Location of Meetings and Books and Records. The Board may hold meetings and maintain records at such place or places as the Pastor may determine.

Section 7. Annual Meeting. Unless otherwise determined by a resolution adopted by the Board, the Annual Meeting of the Board (the “Annual Meeting”) shall be held in August of each year at a time and date set by the Board for the purpose of (i) electing officers, if necessary, and (ii) reviewing other matters as may be properly brought before the Board at the Annual Meeting.

Section 8. Regular Meetings. Regular meetings of the Board (a “Regular Meeting”) shall be held at such times and at such places as designated by the Pastor or his designate.

Section 9. Special Meetings. Special meetings of the Board (a “Special Meeting”) shall be held whenever called by the Pastor or his designate. Special Meetings shall be held at such places as shall be set forth in the notices of such Special Meetings required by these Bylaws.

Section 10. Notice of Meetings. The Secretary or his designate shall give notice: (i) of each Annual and Regular Meeting to each Member at least five (5) days before such meeting; and (ii) of each Special Meeting to each Member at least two (2) days before such meeting. Notices may be in person or by mail, email, telephone, or facsimile transmission. The presence of a Member at a meeting is deemed to cure any alleged lack of or defect in notice.

Section 11. Telephonic or Electronic Meetings. A meeting may be held, and a member may participate in a meeting, by any means in which all persons participating in the meeting can hear and speak to each other (for example, telephonic conference calls or video participation). If a person participates in a meeting in such a manner, such person shall be treated as though physically present at such meeting.

Section 12. Quorum. A majority of the Members shall constitute a quorum. If at any meeting of the Members there is less than a quorum present, the Members may not act or make any recommendations as a body. However, the Pastor and Principal may consult with the Members present.

Section 13. Presider. At any meeting of the Board, the President or the President’s designee shall preside. The Secretary shall act as secretary of any meeting of the Board, but in the absence of the Secretary, the President shall appoint a person to act as Secretary of the meeting. Unless otherwise required by these bylaws: (a) the affirmative act of a majority of the Members present at a duly-convened meeting shall be sufficient to constitute a recommendation by the Members; and (b) the affirmative act of a majority of the Members shall be sufficient to make a recommendation by written consent in lieu of a meeting.

Section 14. Creation of Committees. The Board may establish one or more committees. Unless created herein, the Board, by resolution adopted by a majority of the Members, may specify the duties, members and alternate members of such committees.

- a. Removal of Committee Members. Committee members serve at the discretion of the Board and the Pastor and can be removed by the Pastor in his sole discretion.
- b. Qualifications of Committee Members. Unless otherwise approved by the voting Board by resolution, two-thirds (2/3) of the members serving on a committee shall either be clergy with faculties in the Diocese of Austin or a religious or lay individual who is in full communion with the Roman Catholic Church. A person may not serve on a committee if the person labors under any censure as provided by the Code of Canon Law. A lay individual acting committee member must have attained the age of twenty-five (25) years. Non-members may be appointed to committees.

Section 15. Mandatory Committees. The Board shall create the following committees in accordance with Section 14 of this Article and maintain such committees as standing committees.

- a. Catholic Mission Committee. The Board shall have a Catholic Mission Committee which it may charge with the obligation to review and make recommendations to the Board to make further recommendations to the Pastor and Principal with respect to the retention and promotion of the School's Catholic identity and mission.
- b. Finance Committee. The Board shall have a Finance Committee.
 - i. Authority of Finance Committee. The Finance Committee shall prepare and recommend an annual budget to the Pastor and Principal, as well as annual financial statements and procedures related to the School. The Finance Committee shall review and recommend compensation for employees of the School.
 - ii. Meetings of the Finance Committee. The Finance Committee shall meet as determined by the Board. The Finance Committee shall keep regular minutes of its meetings and shall cause such minutes to be recorded in books kept for that purpose in the School's office, and shall report the same to the Board from time to time.
 - iii. Membership of the Finance Committee. The Finance Committee shall consist of the Pastor, the Chair of the Board, the Principal, and such other persons the Pastor determines from time to time.
 - iv. Quorum and Voting. All recommendations of the Finance Committee shall be by majority vote.
- c. Nomination Committee. The Board shall have a Nomination Committee, which shall make recommendations to the Board regarding persons to serve as Advisory Members. The Nomination Committee shall provide the Board a list of nominees of potential Advisory Members three (3) months before a

pending Advisory Member's term is complete or whenever there is a vacancy. The committee shall consist of the Principal and two (2) Advisory Member. A majority of the Nomination Committee constitutes a quorum. All recommendations from the Nomination Committee shall be by majority vote.

Section 16. Compensation of Members. Except for the Principal, no Member shall receive any salary or compensation for his or her services as a Member or for other services rendered, provided, however, (i) a Member may be reimbursed, with approval of the Principal or Pastor, for expenses actually incurred by such Member in the performance of his duties as a Member and (ii) a Member may receive reasonable compensation, with approval of the Principal or Pastor, for services rendered in a capacity other than the capacity as a Member.

Section 17. Attendance. The failure by a Member of the Board or a Member of the Committee to attend three (3) consecutive Board or committee meetings (as the case may be) to which the Member has been appointed may be cause for the Pastor to remove the Member from the Board or committee.

Section 18. Action Without a Meeting by the Board. The Board or any other committee established by these bylaws or by the Board may act by written consent without the necessity of a meeting if:

- a. the Chair or the chair of a committee, as the case may be, authorizes the consent to be obtained outside a meeting;
- b. notice setting forth the proposed action to be taken is sent to all persons entitled to vote on the action;
- c. the notice specifies the time by which a response is required; and
- d. the response is signed by the person submitting the response.

ARTICLE IV **OFFICERS**

Section 1. Number, Titles, Qualifications, and Term of Office. The Board shall elect its officers at its Annual Meeting. The officers shall consist of a Chair, Vice Chair, and Secretary. Only an Advisory Member is eligible to be an officer. The officers shall have such responsibility as assigned to them by the Board. The term of office for each officer shall end on the date of the first Annual Meeting occurring after the election. A duly-elected officer shall serve in the office to which the officer is elected until a successor has been duly elected.

Section 2. Removal of Officers. Any officer may be removed by the Pastor whenever, in his judgment, the officer does not meet the qualifications set forth in these bylaws or School's best interests would be served by such removal.

Section 3. Vacancies. Any vacancy occurring in any office shall be filled by the Board at its next meeting.

Section 4. Powers and Duties of the Chair. In addition to any other powers and duties assigned to the Chair by the Board, the Chair shall preside at meetings of the Board and shall properly exercise any other duties as may be designated in these bylaws or are assigned to the Chair by the Board.

Section 5. Powers and Duties of the Vice Chair. The Vice Chair shall perform the Chair's duties in the absence of the Chair. The Vice Chair shall also exercise those powers and duties as the Board may assign to the Vice Chair.

Section 6. Powers and Duties of the Secretary. In addition to any other powers and duties assigned to the Secretary by the Board, the Secretary shall keep (or cause to be kept) the minutes of all meetings of the Board in books provided for that purpose and shall, in general, perform duties incident to the office of Secretary.

Section 7. Powers and Duties of the Principal. In addition to any other powers and duties assigned to the Principal by the Pastor, the Principal shall:

- a. be the chief executive officer of the School;
- b. perform all duties required by law of principals of private educational institutions or customary to the position of principal;
- c. in consultation with the Pastor, charge the Board with specific obligations as may be in the best interest of the School; and
- d. in cooperation with the Chair, prepare all agendas and materials for Board meetings.

Section 8. Hiring, Termination, and Removal of Principal and School Employees. The Pastor is responsible for hiring the Principal. Only the Pastor may remove the Principal. The Board has no authority to hire or remove school personnel. The Pastor and Principal may not consult with the Board on school personnel issues.

Section 10. Compensation of Officers. Except for the Principal, officers are to serve with no compensation.

ARTICLE V

INDEMNIFICATION OF MEMBERS

Section 1. Indemnification Generally. In the event of suits or claims in which one or more current or past Members are named as a result of their status as such or decisions or actions taken in good faith and reasonably understood to be within the scope of their authority during their term as such, the Parish and School will, directly or through insurance secured for the benefit of such Members, secure counsel to act on behalf of and provide a defense for

such Members; pay reasonable defense expenses incurred in advance of final disposition of such cases; and indemnify such Members with respect to any liability assessed or incurred as a result of such claim, suit, or action.

Section 2. Survival. Indemnification under this Article shall continue as to a person who has ceased to serve in the capacity which initially entitled such person to indemnity under this Article.

ARTICLE VI

MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The School's fiscal year shall be the fiscal year beginning July 1 through June 30.

Section 2. Notice and Waiver of Notice. Whenever any written notice is required to be given under these bylaws, such notice shall be deemed to be given when such notice is: (a) hand delivered in person to the recipient; (b) deposited in the United States Mail to the recipient's address maintained in the Corporation's records; (c) sent by facsimile to the recipient to recipient's fax number maintained in the Corporation's records, or (d) sent by electronic mail to the recipient's email address maintained in the Board's records. A waiver of notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to notice.

Section 3. Resignations. A Member or an officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or, if no time is specified, at the time of its receipt by the Pastor or Principal. The acceptance of a resignation shall not be necessary to make it effective.

Section 4. Books and Records. The Board shall keep accurate records of its actions and shall make such records open to inspection by the Members at any reasonable time.

Section 5. Contracts, Deposits, Loans, Funds. The Board has no authority to enter into any contract or execute or deliver any instrument in the name of the Parish or School. Any funds held by or for the Board shall be held by the School or Parish as part of its fiscal records and accounts. If approved by the Principal and Pastor, the Board may be given a budget for its expenses and obligations.

Section 6. Annual Review of Schools Fiscal Records. The School's financial books and records shall be independently reviewed each year. They may also be independently audited as required by Diocesan Policy or by the Pastor. The Board shall receive periodic reports from the Principal or financial officer of the school with respect to the School's financial condition.

ARTICLE VII
CONFLICT OF INTEREST

Section 1. Purpose. The purpose of the conflict of interest policy is to protect the Parish's or School's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Member. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable foundations.

Section 2. Definitions.

"Interested Person" means any Member who has a direct or indirect financial interest, as defined below.

"Financial Interest" means a person has a financial interest if the person has, directly or indirectly, through business, investment or family,

- a. an ownership or investment interest in any entity with which the School or Parish has a transaction or arrangement, or
- b. a compensation arrangement with the School or Parish or with any entity or individual with which the School or Parish has a transaction or arrangement, or
- c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the School or Parish is negotiating a transaction or arrangement.

Section 3. Procedures.

- a. Duty to Disclose. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence and nature of his or her financial interest to the Members.
- b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest, the interested person shall leave the Board or committee meeting while the financial interest is discussed. The remaining Board or committee members shall decide if a conflict of interest exists.
- c. Violations of the Conflicts of Interest Policy. If the Board or committee has reasonable cause to believe that a Member has failed to disclose an actual or possible conflict of interest, it shall inform the Member of the basis for such belief and afford the Member an opportunity to explain the alleged failure to disclose. If, after hearing the response of the Member and making such further investigation as may be warranted in the circumstances, the Board or committee determines that the Member has, in fact, failed to disclose an actual or possible conflict of interest, it shall make a recommendation to the Pastor for appropriate corrective action.

Section 4. Records of Proceedings. The minutes of the Board and all committees shall contain: (i) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest; (ii) the nature of the financial interest; (iii) any action taken to determine whether a conflict of interest was present; (iv) the Board's or committee's decision as to whether a conflict of interest in fact existed; (v) the names of the persons who were present for discussions; (vi) votes relating to the transaction or arrangement; (vii) the content of the discussion, including any alternatives to the proposed transaction or arrangement; and (viii) a record of any votes taken in connection therewith.

ARTICLE VIII **AMENDMENTS**

These bylaws may be amended by Pastor at any time after consultation with the Principal and the Superintendent. The Pastor may not adopt an amendment to these bylaws over the objection of the Superintendent unless the bishop of the Diocese of Austin approves the amendment. The Pastor shall adopt any amendment to these bylaws as may be required by diocesan school policy or that the bishop otherwise requires the Pastor to adopt. An amendment is effective on the date designated by the Pastor in the amendment. The Pastor shall provide prompt notice to the Board of any adopted amendment.

ARTICLE IX **DISSOLUTION**

The Board may be dissolved, by the Bishop of the Diocese Austin or the Pastor after consultation with the Principal and Superintendent. The Board shall be dissolved if dissolution is required under Canon Law.

The foregoing Bylaws were adopted by the Pastor on St. Ignatius, Martyr after consulting with the Principal and the Superintendent.

AGREED AND APPROVED:

Pastor of St. Ignatius, Martyr Catholic Church - Austin, Texas

By: Rev. William G. Wade Date: 8/1/2010
Name:

Principal of St. Ignatius, Martyr Catholic School

By: Todd A. Blahnik Date: 8/1/2010
Name: Todd A. Blahnik

The Superintendent of Schools for the Diocese of Austin

By: Ned Vanders Date: 8-1-2010
Name: Dr. Ned Vanders