

DIOCESAN SCHOOL BYLAWS
FOR
St. Joseph Catholic School (Arlington, TX)
ADVISORY COUNCIL

ARTICLE I
NAME

Section 1. Name. The name of this organization is St. Joseph Catholic
School Council (the "Council").

ARTICLE II
PURPOSE

Section 1. Purpose. The purpose of the Council is to advise the Bishop's Designee of
Superintendent Pelletier (the
"Bishop's Designee") and the Principal and/or President of St. Joseph Catholic
School (the "Principal" or "President") on matters
related to the operation of St. Joseph Catholic
School (the "School").

Section 2. Conformity with Code of Canon Law and the Catholic Diocese of Fort
Worth policy.

(a) The Catholic Diocese of Fort Worth (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) Nothing contained herein shall vacate, alter, modify, or in any way change the continuing mutual rights and obligations of the School or the Diocese under the Code of Canon Law, the tradition, and polity of the Roman Catholic Church.

(c) 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.

- (D) The Council shall follow the Diocesan School Policy.

ARTICLE III **COUNCIL MEMBERS**

Section 1. Performance of Duties. The Council 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 Council shall consist of the following Members:

(a) The Superintendent of Schools for the Catholic Diocese of Fort Worth (hereinafter referred to as the “Bishop’s Designee” or “Superintendent”) and the Pastor of the parish if School is a parish school,

(b) The Principal or President; and

(c) Seven (7) Advisory Members who shall be 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 appointed each year by the Principal or President, in consultation with the Nominating Committee, with final approval of the Bishop’s Designee.

(d) Death, Resignation, Vacancy, Removal of Advisory Members. An Advisory Member shall continue to serve until his term has ended 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 Bishop or the Bishop’s Designee, then the Bishop or Bishop’s Designee shall appoint a successor to fill the Advisory Member’s position until the end of that applicable Advisory Member’s term of office.

(e) Vacancy of Diocesan Superintendent of Schools.

(i) The Superintendent of Schools for the Catholic Diocese of Fort Worth ceases ipso facto to be a Member of the Council, as well as the Bishop’s Designee, 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 Superintendent of Schools for the Catholic Diocese of Fort Worth appointed by the bishop shall, on the effective day of his appointment, be ipso facto a member of the Council and the Bishop’s Designee.

(f) Vacancy of the Principal or President.

(i) The Principal or President 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 or President shall, on the effective day of his appointment, be ipso facto a Member of the Council.

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 Council, but only after first receiving the approval from the Bishop or the Bishop's Designee that such person may serve on the Council. After disapproval by the Bishop or the Bishop's Designee 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 Bishop or the Bishop's Designee. If the Nominating Committee fails to nominate a person within thirty (30) days, then the Bishop or the Bishop's Designee, after consulting with the Principal or President, may appoint an individual to the Advisory Member position. If nominees for any Advisory Member position are disapproved by the Bishop or the Bishop's Designee three (3) consecutive times, then the Bishop or the Bishop's Designee, after consulting with the Principal or President, shall appoint an individual to the Advisory Member position. The Bishop or the Bishop's Designee may remove any Advisory Member at any time, with or without cause, and with or without advanced notice.

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 Catholic Diocese of Fort Worth; (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 Catholic Diocese of Fort Worth and who is in full communion with the Roman Catholic Church. Also, 1/3 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. All Advisory Council members are required to be certified by Safe and Sacred within thirty (30) days of appointment and must keep the certification current to remain on the Council.

Section 5. Powers. The Council is strictly advisory in nature and has no power or authority to take action on behalf of the School.

Section 6. Location of Meetings and Books and Records. The Council may hold meetings and maintain records at such place or places as the Principal or President in consultation with the Bishop's Designee may determine.

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

Section 8. Regular Meetings. Regular meetings of the Council (a “Regular Meeting”) shall be held at such times and at such places as designated by the Bishop’s Designee.

Section 9. Special Meetings. Special meetings of the Council (a “Special Meeting”) shall be held whenever called by the Bishop’s Designee. 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 President may consult with the Members present.

Section 13. Presider. At any meeting of the Council, the Chair or the Chair’s designee shall preside. The Secretary shall act as secretary of any meeting of the Council, 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 Council may establish one or more committees. Unless created herein, the Council, 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 Council, the Bishop, and the Bishop’s Designee. Committee Members may be removed by the Bishop or the Bishop’s Designee at any time, with or without cause, and with or without advanced notice.

(b) Qualifications of Committee Members. Two-thirds (2/3) of the members serving on a committee shall either be clergy with faculties in the Catholic Diocese of Fort Worth 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 Council 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 Council shall have a Catholic Mission Committee which it may charge with the obligation to review and make recommendations to the Council to make further recommendations to the Bishop's Designee and Principal or President with respect to the retention and promotion of the School's Catholic identity and mission.

(b) Finance Committee. The Council shall have a Finance Committee.

(i) Authority of Finance Committee. The Principal or President, along with the Bishop's Designee, shall prepare an annual budget as well as annual financial statements and procedures related to the School. The Finance Committee will review the budget and make recommendations to the Principal or President and the Bishop's Designee. The Bishop's Designee has final approval of the annual budget.

(ii) Meetings of the Finance Committee. The Finance Committee shall meet as determined by the Council. 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 Council from time to time.

(iii) Membership of the Finance Committee. The Finance Committee shall consist of the Bishop's Designee, the Chair of the Board, the Principal or President, and such other persons the Bishop's Designee determines from time to time.

(iv) Quorum and Voting. All recommendations of the Finance Committee shall be by majority vote.

(c) Nomination Committee. The Council shall have a Nomination Committee, which shall make recommendations to the Council regarding persons to serve as Advisory Members. The Nomination Committee shall provide the Council 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 or President and two (2) Advisory Members. A majority of the Nomination Committee constitutes a quorum. All recommendations from the Nomination Committee shall be by majority vote. The appointments are contingent upon the Bishop Designee's approval in accordance with Section 3 of this Article.

Section 16. Compensation of Members. Except for the Principal or President, 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 President, 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 President, for services rendered in a capacity other than the capacity as a Member.

Section 17. Attendance. The failure by a Member of the Council or a Member of the Committee to attend three (3) consecutive Council or committee meetings (as the case may be)

to which the Member has been appointed may be cause for the Bishop's Designee to remove the Member from the Council or committee.

Section 18. Action Without a Meeting by the Council. The Council or any other committee established by these bylaws or by the Council 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 Council shall elect its officers at its Annual Meeting in accordance with Section 3 of Article III. 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 Council. 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 Bishop or the Bishop's Designee with or without notice whenever, in the sole judgment of the Bishop or the Bishop's Designee, the officer does not meet the qualifications set forth in these bylaws, or the School's best interests would be served by such removal.

Section 3. Vacancies. Any vacancy occurring in any office shall be filled by the Council at its next meeting in accordance with Section 3 of Article 3.

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

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 Council 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 Council, the Secretary shall keep (or cause to be kept) the

minutes of all meetings of the Council 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 or President. In addition to any other powers and duties assigned to the Principal or President by the Bishop's Designee, the Principal or President shall:

- (a) be the chief executive officer of the School;
- (b) perform all duties required by the diocesan contract and by law of principals of private educational institutions or customary to the position of principal or President;
- (c) in consultation with the Bishop's Designee, charge the Council 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 Council meetings.

Section 8. Hiring, Termination, and Removal of Principal or President and School Employees. The Bishop's Designee is responsible for hiring the Principal and President. Only the Bishop or the Bishop's Designee may remove the Principal and/or President. The Council has no authority to hire or remove school personnel. The Bishop's Designee and Principal or President may not consult with the Council on school personnel issues.

Section 9. Compensation of Officers. Except for the Principal or President, 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 School has insurance coverage for the officers and directors that is a part of the Diocesan insurance coverage.

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 Council'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 Bishop's Designee or Principal or President. The acceptance of a resignation shall not be necessary to make it effective.

Section 4. Books and Records. The Council 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 Council has no authority to enter into any contract or execute or deliver any instrument in the name of the School. Any funds held by or for the Council shall be held by the School as part of its fiscal records and accounts. If approved by the Principal or President and the Bishop's Designee, the Council 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 Bishop's Designee. The Council shall receive periodic reports from the Principal or President 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 has a transaction or arrangement, or

(b) a compensation arrangement with the School 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 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 Council or committee meeting while the financial interest is discussed. The remaining Council or committee members shall decide if a conflict of interest exists.

(c) Violations of the Conflicts of Interest Policy. If the Council 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 Council 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 Bishop's Designee for appropriate corrective action.

Section 4. Records of Proceedings. The minutes of the Council 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 Council'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 the Bishop's Designee at any time after consultation with the Principal or President. The Bishop's Designee shall adopt any amendment to these bylaws as may be required by diocesan school policy or that the Bishop otherwise requires the Bishop's Designee to adopt. An amendment is effective on the date designated by the Bishop's Designee in the amendment. The Bishop's Designee shall provide prompt notice to the Council of any adopted amendment.

