

CODE OF REGULATIONS

BOARD OF LIMITED JURISDICTION

INSERT SCHOOL NAME BOARD OF TRUSTEES

Pre K — 12

ARTICLE I — MEMBERSHIP OF BOARD OF TRUSTEES

Section 1 - Name

The organization will be known as **Insert School Name** Board of Trustees, hereinafter referred to as the “Board”.

Section 2 - Number and Qualifications

The Board shall be not more than seventeen (17) persons and not fewer than nine (9) persons. The determination of the number shall be made from time to time by the Board of Trustees. **The number may be determined at the local level.**

The initial Board shall consist of seventeen members. Sixteen initial members of the Board of Trustees shall be appointed by the pastors of **insert parish names if appropriate**. Each pastor chooses **determine an appropriate number**. Thereafter, the Trustees shall be elected according to the remainder of Article 1. The seventeenth member shall be one of the Pastors of **insert the geographical area**, chosen by agreement of the Pastors of the **insert the name of the geographical area**.

The **insert number as stated above** Trustees appointed by each pastor shall be designated by the pastors to fill the following terms:

One Year Term	One Person
Two Year Term	One Person
Three Year Term	Two People

Subsequent Trustee elections to three-year terms may be made without adherence to proportionate parish affiliation or representation, so long as a three-fourths majority of the Trustees are Catholic.

Each Trustee shall pledge to conform to a code of ethics adopted by the Trustees prior to serving as Trustee.

A representative from the Educational Services Department of the Archdiocese of Cincinnati may sit on the Board of Trustees as an observer (i.e., non-voting member) to serve as a liaison between the Board and the Archdiocese. This representative will be selected by the Archdiocese of Cincinnati and receive notice of all meetings in accordance with the provisions for notice of such meetings in Article III contained herein.

Section 3 - Term of Office

After the terms of the initial Trustees have expired, each trustee thereafter shall be elected for a term of three years, beginning on the date of his or her election and ending on the date of the third annual meeting of the members following the date of the election of such Trustee. Terms of the Trustees shall be staggered so that approximately one-third of the Trustees are elected each year. No person, except a Pastor of the **insert area name** area shall serve more than two successive full three-year terms; provided, however, that a person may again serve as a Trustee after a one-year break in service.

Section 4 - Election

Trustees shall be elected at the annual meeting of members. The members shall endeavor to elect Trustees so that Trustees represent the interests of Catholics in **insert the geographical area or pastoral regions involved**.

Section 5 - Resignation, Removal and Vacancies

Any Trustee may, at any time, resign by written resignation delivered to the secretary. Any Trustee may be removed from the Board if he or she fails to attend three consecutive regular Board meetings; provided, however, that he or she may be reinstated by the affirmative vote of two-thirds of all of the members of the Board of Trustees. Any Trustee may be removed for cause at any time by the affirmative vote of two-thirds of all of the members of the Board of Trustees, provided, however, that the Board of Trustees shall not be required to divulge the cause of such removal. Any vacancy shall be filled by the then existing Trustees, with the approval of the Archbishop.

ARTICLE II — PURPOSES AND FUNCTIONS

Section 1 - Purpose

The purpose of the Board shall be to act as the decision-making group of the school, subject to the reserved rights and powers of the Archdiocese and the Archbishop of Cincinnati as indicated in Article VI of this Code of Regulations. The Board's primary responsibility is for the effective governance of **insert school name**.

Section 2 - Functions

The Board shall have the following rights and powers and all those additional rights and powers as delegated to the Board by the Archbishop of Cincinnati:

1. Monitor the school's compliance to its mission;
2. Approve the goals and objectives of the school annually and monitor their implementation;
3. Determine policies which will guide the implementation of the school's mission;
4. Approve the school's compensation, tuition, fees and student financial aid policies;
5. Establish policies and procedures for Board operation and evaluation;
6. Monitor the Code of Regulations and Board policies and recommend changes when needed;
7. Annually review the performance of the President, the principal of the senior high school and the principal of the elementary school and participate in the periodic Archdiocesan assessments for administrators;
8. Recommend the appointment of the President/Principal to the Archbishop in accordance with Archdiocesan policies;
9. Recommend changes to the organization's long range and strategic plans;
10. Recommend the annual operating and capital budgets;
11. Recommend incurring of debts or other obligations that exceed \$5,000.00;
12. Recommend nominations of Trustees for appointment to the Board.

Recommendations follow the normal process involving the Catholic School Office and then the Archbishop for final approval.

ARTICLE III — MEETINGS OF THE BOARD

Section 1 - Annual Meetings/Regular Meetings

The Board shall hold an annual meeting of the Board for the purpose of organization, selection of Trustees and officers, and the transaction of other business. The annual meeting of the Board shall be held on the day and time designated by resolution of the Board.

Regular meetings of the Board shall be held on the days and times designated by resolution of the Board.

Section 2 - Special Meetings

Special meetings of the Board may be held at any time pursuant to a resolution of the Board of Trustees or to a call by at least 25 percent of the members. Such resolutions and calls for special meetings shall specify the time, date and purpose or purposes of the meetings, and no business other than that specified may be considered at any such meeting. All special meetings shall be held at the school premises unless a different place is specified in the resolution of the Board of Trustees.

Section 3 - Notice of Meetings

Written notice of every annual or special meeting of the Board, stating the time, date and place of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given either by personal delivery or by mail to each member not less than 10 or more than 60 days before the date of the meeting. Such notices shall be given by the secretary or, in the case of a call by members of the Board for a special meeting, may be given by the members of the Board calling such meeting. Notification by electronic means is acceptable.

Section 4 - Voting Right of Members

Each member of the Board shall be entitled to one vote on each matter properly submitted to the members of the Board. Voting may be conducted in person, by mail, by phone, e-mail or any other reliable means.

Section 5 - Proxies

Any member of the Board entitled to vote at a meeting of the Board may be represented and vote by proxy appointed by an instrument in writing, subscribed by such member of the Board, and submitted to the secretary at or before such meeting.

Section 6 - Quorum

A majority of the whole number of members of the Board shall constitute a quorum at any annual or special meeting of the Board for the purpose of electing Trustees or for any other purpose which may properly be brought before the meeting; provided, however, that if less than a quorum be present, the Board present, in person or by proxy, shall constitute a quorum for the purpose of adjourning the meeting from time-to-time, without notice other than announcement at such meeting, until a quorum competent to act on any matter or proposal is present, and at any such adjourned meeting there may be transacted any business which might have been transacted at the meeting as originally called.

Section 7 - Procedure

Board meetings shall be called to order and, unless the Board otherwise orders, the Chairperson of the Board of Trustees shall preside. Unless otherwise ordered by the Board, the order of business at the annual meeting shall be:

- a. Reading of the minutes of the previous meeting;
- b. Election of Trustees, as necessary;
- c. Presentation and consideration of financial reports and any other reports by officers or committees;
- d. Unfinished business, if any; and
- e. New business, if any.

Decisions regarding any parliamentary questions shall be governed by the latest edition of Roberts' Rules of Order.

Section 8 - Action Without Meeting

Any action which may be authorized or taken at a meeting of the Board may be authorized or taken without a meeting with the affirmative vote or approval of, and in writing signed by at least a majority of the Board. Electronic writing is acceptable.

ARTICLE IV — OFFICERS

Section 1 - Officers

The officers of the Board shall be: Chairperson of the Board, Vice Chairperson, President/Principal, Secretary, Treasurer and other officers, as may be appointed by the Board. The same person may hold more than one office provided that the same person shall not simultaneously hold more than one of the offices of Chairperson of the Board, Vice Chairperson of the Board or President/Principal. The officers shall be elected or appointed in accordance with Section 2 or 3 below.

Section 2 - Election and Term

At the first meeting of the Board after the annual meeting of the members as provided in Article III, the Board shall elect by majority vote all officers of the Board. All officers of the Board shall hold office for one year and until their successors are elected and qualified.

Section 3 - Vacancies and Absence

If any office shall become vacant by reason of the death, resignation, removal or other cause, the Board may elect a successor to hold such office for the unexpired term. In case of the absence of any officer of the Board from his or her duties, the Board may delegate, on a temporary basis, the powers and duties of such officer to any other officer or to any Trustee, except where otherwise provided by these Regulations.

Section 4 - Duties of Officers

The duties of the officers shall be as follows:

Chairperson of the Board. The Chairperson of the Board shall preside at all meetings of the Board and all meetings of the members unless a different person is chosen by such Board or by such members. The Chairperson of the Board shall also perform such other duties as may be assigned from time to time by the Board.

Vice Chairperson of the Board. The Vice Chairperson of the Board shall preside at all meetings of the Board and all meetings of the members in the event of the absence of the Chairperson of the Board from the meeting. S/he will also chair all ad hoc committees as directed by the Board.

President/Principal. The President/Principal shall be the Chief Operating Officer of the school and shall exercise, subject to the control of the Board, a general supervision over the affairs of the Board and shall perform such other duties as may be assigned from time to time by the Board. The President/Principal shall attend all meetings of the Board, regularly scheduled or otherwise, unless his/her absence is otherwise approved or requested by the Board.

Secretary. The Secretary shall give all required notices, shall maintain the roster of the Board, shall keep the minutes of all meetings of the Board, shall keep the records thereof, and shall perform such other duties as may be assigned from time to time by the Board.

Treasurer. The Treasurer shall be in charge of financial records of the Board and shall perform such other duties as may be assigned from time to time by the Board.

ARTICLE V — COMMITTEES

Section 1 - Committees

The Board may establish such standing committees and such ad hoc committees as it deems necessary or proper to carry out the purposes of this organization.

ARTICLE VI — ARCHDIOCESAN RESERVED RIGHTS AND POWERS

The Archdiocese, through the Archbishop, reserves the following rights and powers:

- A. Approval of the recommended members nominated by the Board;
- B. Approval of the recommendation of the Board for the appointment of or removal of the President/Principal;
- C. Approval of the recommendation of the Board of the incurring of a debt or other obligation that exceeds \$5,000.00;
- D. Approval of the recommendation of the Board of the annual operating and capital budgets;
- E. Approval of the recommendation of the Board of the organization's long range and strategic plans;
- F. Approval of the change in the organization's mission;

- G. Approval of any sale, lease, or encumbrance of any property belonging to the Archdiocese;
- H. Approval of capital improvements in excess of \$25,000.00;
- I. Approval of the auditors for the organization;
- J. Approval of the organization's investment policy;
- K. Approval of the Board's recommendations for amendments to for changes to this Code of Regulations;
- L. Right to dissolve the Board.

The school and the board are subject to the policies of the Archdiocese of Cincinnati.

ARTICLE VII — INDEMNIFICATION

Section 1 - Indemnification

The Archdiocese shall indemnify each Trustee and officer appointed or elected under the Code to the full extent that would be permitted by Ohio law if the organization were incorporated as a non-profit corporation under Ohio law.

ARTICLE VIII — AMENDMENTS

Section 1 - Amendments

These regulations may be changed, added to or repealed by the affirmative vote of three-fourths of all of the members of the Board of Trustees and approval of the Archdiocese.

ARTICLE IX — ANTI-DISCRIMINATION PRACTICES

The Board shall not at any time engage in any discriminatory action or behavior which contravenes any applicable federal, state or local law, nor shall it permit any of its members, officers or agents to engage in any such action or behavior in connection with the exercise of any right, duty, responsibility, obligation or activity either under this Code or otherwise related to the School.

Insert Final Approved Date