

**ROANOKE CATHOLIC SCHOOL
ADVISORY SCHOOL BOARD
BYLAWS**

ARTICLE I- NAME

The name of this organization shall be the Roanoke Catholic School Advisory Board.

ARTICLE II - DEFINITIONS

The terms used throughout these Bylaws are defined as follows:

- 1) “Diocese” - means the Catholic Diocese of Richmond.
- 2) “Bishop” - means the Bishop of the Diocese.
- 3) “OCS” - means the Office of Catholic Schools for the Diocese.
- 4) “Catholic Schools” means all Catholic schools in the Diocese.
- 5) “Chief School Administrator” - means the Chief School Administrator of Catholic Schools.
- 6) “Superintendent” - means the Superintendent of Catholic Schools.
- 7) “Associate Superintendent” - means the Associate Superintendent of Catholic Schools.
- 8) “Leadership of the OCS” - means the Chief School Administrator, the Superintendent and the Associate Superintendent of Catholic Schools.
- 9) “The School” - means Roanoke Catholic School
- 9) “Principal” - means the Principal of Roanoke Catholic School.
- 10) “Upper School Assistant Principal” - means the Assistant Principal of the upper school of Roanoke Catholic School.
- 11) “Lower School Assistant Principal” - means the Assistant Principal of the lower school of Roanoke Catholic School.
- 12) “Board” - means the Roanoke Catholic School Advisory Board.
- 13) “Standing Committee” - means a standing committee of the Board; a committee which is permanent.
- 14) “Board Member” - means an appointed member of the Board.
- 15) “Ex Officio Member” - means an ex officio member of the Board; a person serving on the Board due to his position rather than through election or selection.
- 16) “Executive Committee” - means the Executive Committee of the Board; a committee that has specific powers, outlined in these bylaws, which allows it to act on the Board’s behalf when a full Board meeting is not possible, or, when the full Board delegates a task.
- 17) “Executive Committee Member” - means a member of the Executive Committee.
- 18) “Chair” - means the chairman of the Board.
- 19) “Vice Chair” - means the vice chairman of the Board.
- 20) “Treasurer” - means the treasurer of the Board.
- 21) “Secretary” - means the secretary of the Board.
- 22) “Emeritus Member” - means immediate past Board officer.
- 23) “Bylaws” - means the bylaws of the Board; the rules adopted by the Board to govern its operation.

24) “Participating Parish” – means any Catholic parish with children attending RCS.

ARTICLE III - PURPOSE

The School Advisory Board is established by the Bishop to assist him and the Leadership of the OCS so that the largest number of students may be effectively educated in a Catholic environment and encouraged to make a deep personal commitment to Jesus Christ and the Church. Therefore, the purpose of the Board is to support policies consistent with Diocesan and state guidelines and directives for the operation Roanoke Catholic School, assist with setting direction/vision for Roanoke Catholic School, and to provide guidance in areas of expertise as it relates to the mission of Roanoke Catholic Schools. Furthermore, the Bishop invites the Board to assist with the implementation of the 2005 statement of the U.S. Bishops, *Renewing our Commitment to Catholic Elementary and Secondary Schools in the Third Millennium*, which states the following: “Young people are a valued treasure and the future leaders of our Church. It is the responsibility of the entire Catholic community, bishops, priests, deacons, religious, and laity, to continue to strive towards the goal of making our Catholic elementary and secondary schools available, accessible, and affordable to all Catholic parents and their children, including those who are poor and middle class... These Catholic schools afford the fullest and best opportunity to realize the fourfold purpose of Christian education, namely to provide an atmosphere in which the Gospel message is proclaimed, community in Christ is experienced, service to our sisters and brothers is the norm and thanksgiving and worship of our God is cultivated.”

ARTICLE IV - RESPONSIBILITIES

The primary responsibilities of the Board are to develop, consult, and recommend to the Principal of the School in the areas of advancement / development, facilities, finance, legislative advocacy, marketing, and strategic planning that will ensure the successful operation of Roanoke Catholic School, as well as sustaining Catholic education in the Diocese. As this is an advisory board, the Bishop reserves all powers.

ARTICLE V – MEMBERS

Section 1. Composition of Board. The following constitutes the structure and membership of the Board:

- A) Executive Members.
 - 1. Chairman
 - 2. Vice Chairman
 - 3. Secretary
 - 4. Treasurer

- B) Standing Committee Chairs – (May also be members of the Executive Committee)
 - 1. Development
 - 2. Finance
 - 3. Strategic Planning
 - 4. Facilities

5. Legislative
6. Mission and Catholic Identity-School Chaplain must fill this position

C) Ex-Officio Non-Voting Members. The Bishop, the Chief School Administrator, the Superintendent and the Associate Superintendent, Principal of School, Upper and Lower School Assistant Principals, and Emeritus Members shall serve as ex-officio Board members. Ex-Officio members are non-voting members.

Section 2. Appointment of Board Members.

- A) Membership shall consist of members appointed by the Superintendent/Principal.
- B) Official Board Roster. The Secretary shall maintain a current Roster of all Board Members in good standing, to be updated at least each school semester.
- C) Diversity. Diversity of race, ethnicity, and economic background shall be pursued.

Section 3. Terms of Board Members; Removal and Resignation of Members; and Vacancies.

- A) Regular Term. The regular term of Board Members is three years, commencing July 1.
- B) Term Limitations. No Board Member may serve more than two consecutive regular terms, nor may any Board Member serve on the Board for more than six consecutive years.
- C) Pleasure of the Superintendent, the School Administrator, and the Bishop. Board Members shall serve at the pleasure of the Superintendent, the School Administrator, and the Bishop. They may remove any member at any time.
- D) Resignation. Any Board Member shall be deemed to have resigned if he fails to attend three consecutive duly called Board meetings, more than half of the duly called meetings in one year, dies, or, submits a letter of resignation to the Chair, or, in the event of the absence of the Chair, to the Vice-Chair. Exceptions to attendance may be granted at the discretion of the Chair for extraordinary circumstances.
- E) Vacancy. If a Member position becomes vacant before the term has expired, the Board shall approve a replacement for the remainder of the term in accordance with Sections 1 and 2 above.

Section 4. Conflict Resolution. If a conflict arises between the Board and the Principal of School, the matter shall be referred to the OCS for final resolution.

Section 5. Compensation. No Board Member may receive compensation for services rendered while on the Board.

Section 6. Indemnification of Board Members. The Diocese shall indemnify any Board Member who was or is a party to, or, is threatened to be made a party to, any pending or completed action suit

or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Diocese) by reason of the fact the he is or was a Board Member. This indemnification shall be for expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him to the fullest extent permitted by law. This indemnification shall be contingent upon the Board Member acting in good faith, in a manner he reasonably believed to be in or not opposed to the best interest of the Diocese, and with no reasonable cause to believe that his conduct was unlawful.

Section 7. Conflict of Interest. Any possible conflict of interest on the part of any Board Member should be disclosed to the other Board Members and Ex Officio Board Members, and be made a matter of record when the possible conflict relates to a matter of Board action. Any Board Member having a possible conflict on a matter before the Board should not vote or use his personal influence in the matter and that Board Member should not be counted in determining the quorum for the meeting at which action is taken on the matter even when permitted by law. The minutes of the meeting should reflect that disclosure of the possible conflict of interest was made, that the interested Board Member abstained from voting, and that his presence was not used in counting a quorum.

Section 8. Confidentiality. Board Members may not disclose information to persons who are not specifically authorized it.

ARTICLE VI - OFFICERS

Section 1. Officer Positions. The officers of the Board shall be the Chair, the Vice-Chair, the Treasurer, and the Secretary. The officers shall be elected by the Board Members, and their term of office shall be one year. No person shall serve more than two consecutive complete terms in the same office. The Executive Committee shall serve as the nominating committee for officers. The executive Committee shall report a recommended slate of officers to the Board no later than the May meeting. Despite this, any Board Member may be nominated for any officer position unless otherwise specified in these Bylaws. Officer elections shall be held as new business at the June meeting. Election shall be by secret ballot if there is more than one candidate for any office.

Section 2. The Responsibilities of the Officers.

- A) Chair: The Chair, in collaboration with the Principal shall:
- 1) Plan all Board meetings.
 - 2) Preside at all Board meetings.
 - 3) Plan all Executive Committee meetings.
 - 4) Preside at all Executive Committee meetings.
 - 5) Plan and direct the activities of the Board.
 - 6) Sign all official documents and papers on behalf of the Board.
 - 7) Be the representative of the Board to make contact, send condolences, cards and the like upon important occurrences.
 - 8) Make all special appointments.
 - 9) Deliver all official records in his custody to his successor within ten days of the expiration of his term of office.
 - 10) Perform other duties as outlined in these bylaws.
 - 11) Perform other duties usually associated with the office.

B) Vice Chair: The Vice Chair shall:

- 1) Be a member of the Executive Committee;
- 2) Preside and act as Chair in the absence of the Chair;
- 3) Act as parliamentarian at Board meetings;
- 4) Deliver all official records in his custody to his successor within ten days of the expiration of his term of office;
- 5) Perform other duties as outlined in these bylaws;
- 6) Perform other duties usually associated with the office; and
- 7) Be responsible for recruiting new Board Members.

C) Treasurer: The Treasurer shall:

- 1) Serve as Chair of the Finance Committee;
- 2) Issue a financial statement to the Board at each regular meeting. This report shall include the year to date, actual and budgeted data for the school;

D. Secretary: The Secretary shall:

- 1) Be a member of the Executive Committee;
- 2) Record, or ensure the recording of, the proceedings of all Meetings, keep them in his custody, and distribute copies to the Board and others designated by the Board and the Superintendent;
- 3) Record the proceedings of all Executive Committee meetings, keep them in his custody, and distribute copies to the Executive Board and others designated by the Executive Board and the Superintendent;
- 4) Be responsible for any correspondence and meeting notices;
- 5) Keep on file all communications received and dispatched from the Board or the Executive Board;
- 6) Sign, together with the Chair, all official documents;
- 7) Keep an accurate list of the names, addresses, and electronic mail addresses of all Members, committees, and special appointments, and make such list available to the same upon request as is appropriate;
- 8) Deliver all official records in his custody to his successor within ten days of the expiration of his term of office;
- 9) Perform other duties as outlined in these bylaws;
- 10) Perform other duties usually associated with the office; and
- 11) Maintain by-laws.

Section 3. Resignation. Any officer shall be deemed to have resigned his office if he fails to attend three consecutive duly called meetings of either the Board or the Executive Committee, more than half of the duly called meetings in one year, dies, or, submits a letter of resignation to the Chair. Exceptions to attendance may be granted at the discretion of the Chair for extraordinary circumstances.

Section 4. Vacancy in the Office of Chair. If the office of Chair becomes vacant before his term has expired, the Vice Chair shall serve as Chair for the remainder of the term. If the office of either the

Vice Chair, the Treasurer or the Secretary becomes vacant before the expiration of the term, a new officer shall be elected by the Board at its next meeting, and those elected shall serve the remainder of the term.

ARTICLE VII - MEETINGS

Section 1. Frequency of Board Meetings. The Board shall meet quarterly with the first meeting being in August. Special meetings may be called at the request of the Chair, at the request of three Board Members, or at the request of either the Principal of the School or the Superintendent.

Section 2. Frequency of Executive Committee Meetings. The Executive Committee shall meet a minimum of four times a year. Special meetings may be called at the request of the Chair, at the request of three Executive Committee Members, or at the request of the Principal of the School.

Section 3. Time and Location for Meetings. The Chair shall designate the time and location for the meeting.

Section 4. Preparation for Meetings. The Chair shall distribute a written agenda, committee reports, and a copy of the minutes of the previous Board meeting to all Board Members forty-eight hours prior to each regularly scheduled Board meeting. Such reports may be amended, however, to reflect new matters or changes which occur between publication and the meeting. The Chair shall distribute a written agenda and such other necessary materials to all Executive Committee Members prior to each regularly scheduled Executive Committee meeting.

Section 5. Notice. Any notice required shall be in writing and delivered by either postal or electronic mail.

Section 6. Quorum. A quorum shall be established when one-half of the Board Members on the Official Board Roster described in Article V, Section 2(B), are present. Ex-Officio Members of the Board, shall not be counted for purposes of establishing a quorum.

Section 7. Rules. The rules of parliamentary procedure as contained in the current edition *Robert's Rules of Order* shall govern all meetings of the Board or its committees except as otherwise provided in the Bylaws.

Section 8. Open Meetings. Any non-Board Member may request that an item be placed on the Agenda of a meeting of the Board or its committees so long as this request is made, in writing, to the Chair, at least fourteen days prior to the meeting. Regardless, the Board or committee may meet in executive session to consider matters the Board deems to be of sensitive nature. Individuals or representatives of groups may speak on agenda matters provided that notification is given to the Chair (or committee chair in the event that the meeting is a committee meeting) at least fourteen days prior to the meeting.

Section 9. Mode of Meetings. Meetings may be conducted via telephone, computer, or any other form of live communication.

Section 10. Order of Business. The following shall be the Order of Business for all Meetings and Executive Committee Meetings:

- A) Call to Order.
- B) Note Attendance.
- C) Opening Prayer.
- D) Review and Approval of Minutes from Last Meeting.
- E) Report of Officers.
- F) Report from Standing Committees.
- G) Report from Special Committees.
- H) Old Business.
- I) New Business.
- J) Announcements.
- K) Adjournment.

Section 11. Effect of Board Decisions. All actions of the Board shall become effective when the minutes are approved by the Board, and when they have been signed by the Superintendent.

ARTICLE VIII - COMMITTEES

Section 1. Standing Committees. Standing Committees (permanent committees) of the Board are as follows:

- A) Executive.
- B) Advancement / Development.
- C) Facilities.
- D) Finance.
- E) Legislative Advocacy.
- F) Marketing.
- G) Strategic Planning.

Section 2. Appointments to Committees.

A) Executive Committee. The Executive Committee shall consist of the Chair, the Vice Chair, the Treasurer, the Secretary, and the Principal of the School. The Principal of the School, Upper School Assistant Principal, Lower School Assistant Principal, and Emeritus Members are ex-officio members. Ex-officio members are non-voting members.

B) The Chair and Principal shall appoint the chair of all other Standing Committees.

C) The Chair shall assign Board members to one or more Standing Committees.

Section 3. Standing Committee Duties and Responsibilities. The duties and responsibilities of Standing Committees shall be as follows:

A) Executive. The Executive Committee shall prepare the agenda for all Board meetings, and shall transact all necessary business of the Board during the interval between regular

Board meetings, except that it may not fill any officer vacancies or take any actions in any way that is contrary to the express policy of the Board.

B) Advancement / Development. The Advancement/Development Committee shall assist in the development and execution of the advancement/development plan (e.g., annual fund, capital campaigns, scholarship funds, and endowment funds), address the statistics and public relations for the school, and be a resource for Roanoke Catholic School.

C) Facilities. The Facilities Committee shall assist in the development and execution of facility policies (e.g., buildings and grounds), and be a resource for Roanoke Catholic School.

D) Finance. The Finance Committee shall assist in the development and execution of finance policies (e.g., tuition financial aid); assist with the development and review of the school budget; review the financial status of the school throughout the year; and be a resource for Roanoke Catholic School.

E) Legislative Advocacy. The Legislative Advocacy Committee shall assist in the development and execution of legislative advocacy policies (e.g., state law, federal law, parent advocacy, Virginia Catholic Conference), and be a resource for Roanoke Catholic School.

F) Marketing. The Marketing Committee shall assist in the development and execution of the marketing plan (e.g., public relations, institutional advancement, student recruitment and retention), and be a resource for Roanoke Catholic School.

G) Strategic Planning. The Strategic Planning Committee shall assist in the development and execution of the strategic plan (e.g., the five year plan), and be a resource for Roanoke Catholic School.

Section 4. Standing Committee Goals. Standing Committees shall have goals approved by the Board.

Section 5. Ad Hoc Committees. Ad Hoc committees shall be appointed by the Chair. Their duties and responsibilities shall be determined by the Board. These committees shall be dissolved upon completion of their assignment.

Section 6. Committee Recommendations. Recommendations by committees shall be advisory only, and the actions of such committees shall not be binding on the Board.

ARTICLE IX - INTERPRETIVE PROVISIONS

Section 1. Captions and Headings. The captions and headings used in these Bylaws inserted only as a matter of convenience and for reference, and in no way limit or otherwise affect the scope, meaning or effect of any provision of these Bylaws.

Section 2. Pronouns. Pronouns are used in these Bylaws only as a matter of proper grammar and shall be construed to include persons of either gender.

Section 3. Severability. Each provision of these Bylaws is severable from every other provision hereof, and the invalidity of any one or more provisions of these Bylaws shall not change the meaning of, or otherwise affect, any other provision hereof.

ARTICLE X - AMENDMENTS

These Bylaws and all subsequent amendments shall be effective upon approval by a simple majority of the voting Board Members at a meeting in which a quorum is present, there has been at least ten days prior notice that the amendment will be sought, and there is approval by the Superintendent, the School Administrator, and the Bishop.