

**BYLAWS  
OF  
ST. MONICA SCHOOL  
ADVISORY COUNCIL BOARD**

## PREAMBLE

St. Monica School ("St. Monica School") is associated with St. Monica Parish, which has been established as a Public Juridic Person under the Code of Canon Law of the Roman Catholic Church. The Bishop of the Roman Catholic Diocese of Kalamazoo ("Bishop") holds title to all of the real and personal property associated with St. Monica School and is canonically responsible for oversight, review and approval of the administration and management of St. Monica School. Any policy or program adopted by St. Monica School is subject to the approval of the Bishop.

## ARTICLE I PURPOSES AND MISSION

An Advisory Council Board ("Board") for St. Monica School shall be established, as provided for in these Bylaws. The Board shall be a consultative and advisory body to the Bishop and to the Principal of St. Monica School. The purpose and mission of St. Monica School is to promote and facilitate Catholic primary education in the manner of Jesus Christ in the Kalamazoo, Michigan area.

## ARTICLE II ROLES OF THE PRINCIPAL AND THE BOARD

### Section 2.1 Principal.

- 2.1.1 The "Principal" shall be the chief executive officer of St. Monica School. The Principal has authority granted by the Bishop to create policy and operate St. Monica School in accordance with Diocesan policies and procedures.
- 2.1.2 The Principal shall be appointed by the Bishop after recommendations by the Board, the Pastor of St. Monica Parish, and the Superintendent of the Office of Schools for the Diocese.
- 2.1.3 The Principal shall consult with the Board regarding the operation of the school, including, but not limited to, finances, tuition, salaries, facilities, grounds, development, marketing, alumni relations, community relations, relations with parishes and clergy, and other matters affecting St. Monica School, its staff, students and families.

### Section 2.2 Advisory Council Board.

- 2.2.1 The Board shall assist and advise the Bishop in establishing policy, programs, priorities, and strategic planning to achieve the purposes and mission of St. Monica School.
- 2.2.2 The Board shall advise the Principal with respect to the operation of St. Monica

School, including, but not limited to, programs, policies, finances, tuition, salaries, facilities, grounds, development, marketing, alumni relations, community relations, relations with Parishes and clergy, and all other matters affecting St. Monica School, its staff, students, and families.

- 2.2.3 The Board, in accordance with Diocesan policies and procedures, shall conduct an annual evaluation of the Principal and shall report the results of that evaluation to the Principal, as well as to the Bishop, or his designee.
- 2.2.4 The Board, in accordance with Diocesan policies and procedures, shall assist the Bishop in identifying, recommending and selecting the Principal. When the current Principal is no longer willing or able to serve, the Board shall assist the Bishop in identifying and recommending an interim Principal. The Board, in accordance with Diocesan policies and procedures, may at any time submit a recommendation to the Bishop that the existing Principal be removed.
- 2.2.5 Notwithstanding the foregoing, the Bishop retains the right to approve, appoint and/or remove the Principal.
- 2.2.6 The Board shall be elected and/or appointed in accordance with Article V of these Bylaws.
- 2.2.7 The Board shall periodically, and at least annually, consider the fiscal year budget for St. Monica School (as may be proposed by the Finance Committee), and recommend the same for acceptance by the Principal and the Bishop.
- 2.2.8 Members of the Board shall attend orientation and training sessions as scheduled and promoted by the Diocesan Office of Schools or other Diocesan offices.

### ARTICLE III MEMBERSHIP OF BOARD

Section 3.1 Number and Qualification. The Board shall consist of not less than five (5), and not more than nine (9) members. The members may consist of parents or guardians of students, or other qualified professionals or community members. Members may not be St. Monica School employees or students.

Section 3.2 Appointment. Members of the Board shall be elected by vote of the parents and guardians of students attending St. Monica School, after nomination by the Principal. Nominations by the Principal shall be subject to approval of the Board of Directors of the Association of Catholic Schools of Greater Kalamazoo ("CSGK"). All candidates for a seat on the Board shall also be subject to approval by the Bishop.

Section 3.3 Term. The term of each Board member shall be for three (3) years, or as otherwise determined by the Board.

Section 3.4 Removal Vacancies. Any member of the Board may be removed by: (1) the unanimous vote of the remainder of the Board, excepting the member under consideration for removal; (2) by the Principal, with the approval of the Bishop; (3) by the Bishop. The Board may conduct business with vacant seats, provided that a quorum is present at any meeting during which business is conducted.

Section 3.5 Non-voting Director. A representative or representatives of the Bishop may be appointed by the Bishop from time to time, and shall be ex officio non-voting directors.

Section 3.6 Participation by Communication Equipment. A member of the Board may participate in a meeting by means of conference telephone or similar communications equipment through which all persons participating in the meeting can communicate with the other participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Section 3.7 Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if, under authorization voted before or after the action written consents thereto are signed by all members of the Board then in office and such written consents are filed with the minutes of the proceedings of the Board.

#### ARTICLE IV OFFICERS

Section 4.1 Officers. The officers of the Corporation shall be a President, a Vice-President, and a Secretary. The President, Vice-President, and Secretary shall be elected from the Board by a majority vote of the directors at the first regular meeting of the Board to be held after July 1 of each year and they shall serve a one (1) year term commencing upon installation at the Annual Meeting, holding office until their successors are elected and qualified or until they resign. The officers may succeed themselves. The Bishop shall have the right to ratify the election of the officers, and decline to approve, or remove, any officer within his sole discretion.

Section 4.2 Vacancy. Any vacancy in the position of officers of the Corporation shall be filled by the Board of Directors for the unexpired term.

#### ARTICLE V RESPONSIBILITIES OF OFFICERS

Section 5.1 President. The President, subject to the control and direction of the Board and the Bishop, shall preside at all meetings of the Board. The President shall perform all other duties usually incident to such office, with the right to vote.

Section 5.2 Vice-President. The Vice-President shall, in the absence of the President, exercise presidential authority and fulfill presidential duties, and the Vice-President shall fulfill such other duties as are assigned by the President or the Board.

Section 5.3 Secretary. The Secretary shall keep or cause to be kept the minutes of the Board meetings and perform the usual functions of that office. The Secretary shall fulfill such other duties as are assigned by the President or the Board.

ARTICLE VI  
MEETINGS OF THE BOARD

Section 6.1 Regular Meetings. Regular meetings of the Board shall be held monthly (or less often as determined by the Board) at such times and places as the Board shall determine.

Section 6.2 Special Meetings. Special meetings of the Board may be called by the President or upon written request of any two (2) members of the Board filed with the President or Secretary, with notice to all members of the Board in either case.

Section 6.3 Quorum. A simple majority of voting members shall constitute a quorum.

Section 6.4 Voting. Except as provided in Sections 3.6 and 3.7 hereof, Board members, to have a voice in any annual, regular or special meeting, must be personally present, and no proxy shall be entitled to recognition.

Section 6.5 Agenda. Meetings of the Board shall be conducted in accordance with an agenda prepared by, or at the direction of, the President.

Section 6.6 Minutes. Minutes shall be prepared by the secretary following each meeting of the Board and promptly distributed to the members, the Diocesan Office of Schools and to the President of CSGK. Such minutes shall be submitted for approval at the next meeting of the Board.

Section 6.7 Closed Meetings. Meetings of the Board shall be closed, unless the President decides that the meeting, in whole or in part, will be open to visitors.

Section 6.8 Executive Session. The Board, at the discretion of the President, may meet in executive session to discuss matters that are confidential. Matters discussed at an executive session shall not be recorded in the minutes.

ARTICLE VII  
COMMITTEES

Section 7.1 Committees. At the discretion of the Board, committees, both ad hoc and permanent, may be established from time to time, when the Board determines that a committee is needed for a specific purpose.

Section 7.2 Conduct of Committees. All appointees to committees shall be subject to the approval of the Principal and of the Bishop. Terms of members of committees shall be as determined by the Board. Committees shall meet at such time and place as determined by its members. The Board may also appoint a chairperson for each committee, or allow the committee members to select a chairperson from the members of such committee. The chairperson of each committee shall be responsible for reporting committee activities to the Board, upon request. All committees may be dissolved by the Board, at its discretion, with the prior approval of the Bishop.

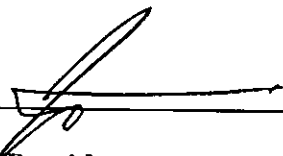
ARTICLE VIII  
AMENDMENTS

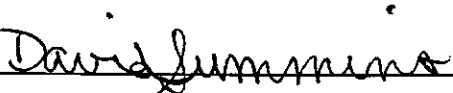
These Bylaws, or any portion of them may be amended, modified or repealed at any regular or special meeting of the Board by a majority vote of all member of the Board, subject to approval by the Bishop.

ARTICLE IX  
PARLIAMENTARY AUTHORITY

Unless otherwise specified in these Bylaws, parliamentary authority shall be the latest edition of Roberts Rules of Order.

ADOPTED BY THE ST. MONICA SCHOOL ADVISORY COUNCIL BOARD ON  
June 6, 2011.  
DATE

By:   
Its: President

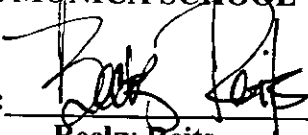
By:   
Its: Secretary

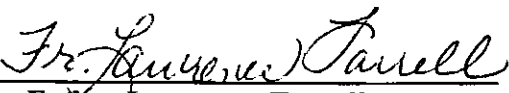
APPROVED AND ACCEPTED:

APPROVED AND ACCEPTED:

ST. MONICA SCHOOL

ST. MONICA PARISH

By:   
Becky Reits  
Its: Principal

By:   
Father Lawrence Farrell  
Its: Pastor