

Revised October 2014

ST. THEODORE GUERIN HIGH SCHOOL
BY-LAWS OF THE SCHOOL GOVERNING BOARD

Section 1. ESTABLISHMENT

The School Governing Board (hereinafter the “SGB”) of St. Theodore Guerin High School (hereinafter the “School”) is established by the Hamilton County Catholic High School Corporation (a Corporation Sole) Board of Directors, WITH THE APPROVAL OF THE SOLE MEMBER. It shall be a board of limited jurisdiction, responsible only for operation of the School in those general subject matter areas defined in Section 7 below.

Section 2. SGB BY-LAWS

- A. SGB Bylaws. The term “SGB By-Laws” means the By-Laws set forth in this St. Theodore Guerin High School By-Laws of the School Governing Board.
- B. Amendment to SGB Bylaws. These SGB By-Laws may be altered, amended or repealed and new bylaws may be adopted by a majority of the SGB present at any regular meeting or at any special meeting of the SGB, if at least five (5) days’ written notice is given by the President (as defined herein) or Presiding Officer (as defined herein) to all of the members of the SGB of an intention to alter, amend or repeal or to adopt new bylaws at such meeting. Such written notice shall include a copy of the proposed amendments. The amendments would also require approval by the Sole member, or his designee.

Section 3. DEFINITIONS

- A. Appointed Member. All Members who are not designated as Ex Officio Members.
- B. Board of Directors. The “Board of Directors” is defined as the Board of Directors of the Hamilton County Catholic High School Corporation (the “Corporation”) as stated in the Second Amended and Restated Articles of Incorporation of Hamilton County Catholic High School Corporation (hereinafter the “Articles of Incorporation”).
- C. Executive Council. The Executive Council is defined as the total membership of the School Governing Board and committees. Only the chairpersons of the committee serve as members of the SGB.
- D. Ex Officio Member. “Ex Officio Member” is defined as the person who is a member of the SGB based on his/her position. Ex Officio Members are voting members of the SGB unless specifically designated as a non-voting member.
- E. Member. “Member” means any person who is or has been elected, appointed or admitted to the SGB. In addition to their defined roles and responsibilities, Members are expected to actively participate in donor prospecting and fundraising.
- F. Parent(s). Parent is that person who is the parent and/or legal guardian of a student enrolled in the School.
- G. Participating Parishes. “Participating Parishes” are defined as parishes within the Carmel Deanery and parishes in the Diocese of Lafayette that have students enrolled at the School.

- H. President. “President” is defined as the person having overall responsibility for all functions and operations of the School.
- I. Presiding Officer. “Presiding Officer” is defined as the chairperson of the SGB responsible for facilitating the SGB meetings.
- J. Secretary. “Secretary” is defined as the person who is in charge of the records, correspondence, minutes of meetings, and related affairs of the SGB.
- K. Sole Member. The “Sole Member” is defined as the sole member of the Hamilton County Catholic High School Corporation, which is the person who is, at any given time, the Bishop of the Roman Catholic Diocese of Lafayette-in-Indiana as stated in the Articles of Incorporation.
- L. Treasurer. “Treasurer” is defined as the Chair of the Finance Committee (defined in section 8 below) responsible for preparing School financial reports and providing School financial information to the SGB.
- M. Director of Catholic Mission. The “Director of Catholic Mission” is defined as the person determined by the Sole Member as responsible for overall development and enhancement of the Catholic culture and identity of the School. The Director of Catholic Mission is a member of the Catholic Life Committee. The Director of Catholic Mission is also a non-voting Member of the SGB.
- N. Vice Presiding Officer. “Vice Presiding Officer” is defined as the vice chairperson of the SGB responsible for facilitating the SGB meetings in the absence of the Presiding Officer.

Section 4. MEMBERS AND EX OFFICIO MEMBERS

- A. Number, Tenure and Qualifications. The SGB will include both appointed Members and Ex-officio Members. The appointed Members of the SGB shall be comprised of not more than fifteen (15) and not less than eight (8) Members. Appointed Members will include the presiding officer, the vice presiding officer, the secretary, treasurer and the chair of each SGB Standing Committee (see Section 8 for committees). Appointed Members will also include the President of the Parent Guild. His/her term on the SGB will coincide with his/her term as President of the Parent Guild. Appointed Members can also include up to five (5) at-large members and one (1) alumni representative. Ex-officio Members include the President of the School, the School Superintendent of the Diocese of Lafayette, and a Priest selected by the Director of Catholic Mission and approved by the Sole Member to represent the participating parishes (see Section 5 for participating Parishes). Every effort shall be made to represent as many participating Parishes as practical on the SGB.
- B. Compensation and Expenses. Members and Ex Officio Members shall not receive any salaries for their services, but by resolution of the School Governing Board expenses incurred for the benefit of the School may be reimbursed by the School. No expense may be reimbursed unless a written request for reimbursement, accompanied by a receipt, is presented to the Treasurer of the SGB.
- C. Limitation of Liability. Appointed Members shall not be liable to School for damages, regardless of the legal theory of the claim. Further, Appointed Members shall not be liable to School for lost profits or for any special, incidental, or consequential damages whatsoever, even if Appointed Member knew about the possibility of such damages.
- D. Indemnification. School shall defend, indemnify, and hold harmless Appointed Members from and against all damages to persons or property and any related costs and expenses, including court costs and reasonable attorney fees arising out of being a member of the SGB
- E. Method of Appointment.

1. When considered necessary, the SGB shall recommend five (5) individuals to serve on that year's Nominating Committee. The Nominating Committee shall be approved by past committee chairs (see Section 8 for committees) and Ex Officio Members.
2. President. The President shall be hired by the SGB. If the President is a priest, then the Sole Member shall make the appointment.
3. Director of Catholic Mission. The Sole Member shall appoint the Director of Catholic Mission.
4. Members. All Appointed Members shall be recommended by the Nominating Committee (when considered necessary) or by a current SGB Member, voted on by the SGB, and approved by the Sole Member.

F. Membership.

1. Qualifications of Members. When determining membership on the SGB, the Nominating Committee shall consider the candidate's qualifications relevant to the skills desirable for SGB membership, including, but not limited to, participation in church activities, character, educational and occupational experience, and any special training relevant to appointment. The committee member skills matrix and inventory worksheet shall be used to assist with the assessment. Additionally, prospective candidates shall be past, current or future parents of a student in Catholic Schools.
2. Removal. Consistent with canonical law (i.e., reserved powers), if the Sole Member deems it necessary, he may choose to remove a Member of the SGB. Any removal of a Member shall take place at a meeting the notice of which states that one of the purposes of the meeting is the removal of the Member.

G. Term

1. Term of Ex Officio Members. Ex Officio Members' terms shall be continuous and identical with the length of time during which they hold their respective underlying positions, and their successors shall automatically become Ex Officio Members for similar terms.
2. Term of Members. Each Member shall serve a term of three (3) years and until his/her successor has been appointed. The terms will be staggered so a term will expire each year for approximately one third of the appointed Members. Each such term shall commence and/or expire on the date of the first SGB meeting of the school year. Member terms are renewable upon acceptance by the Presiding Officer of the SGB.
3. Term of Replacement Member. A replacement Member's term will be defined as a full term when greater than twenty-four (24) months.
4. Term of Presiding Officer. The Presiding Officer of the SGB will serve a two (2) year term with a one (1) year renewal if desired.
5. Term of Past-Presiding Officer. The past-Presiding Officer of the SGB will serve a one (1) year term immediately following the expiration of her/his term as Presiding Officer of the SGB.
6. Term of Alumni Representative. The Alumni Representative will serve a three (3) year term unless otherwise agreed to by the Presiding Officer.

Section 5. PARTICIPATING PARISHES

The following have been identified as Participating Parishes (see Section 3(E) for definition of Participating Parishes):

Holy Spirit Fishers, IN	St. Alphonsus Zionsville, IN	St. Joseph's Lebanon, IN
Our Lady of Grace Noblesville, IN	St. Ambrose Anderson, IN	St. Louis DeMontfort Fishers, IN
Our Lady of Mt. Carmel Carmel, IN	St. Elizabeth Ann Seton Carmel, IN	St. Maria Goretti Westfield, IN
Sacred Heart of Jesus Cicero, IN	St. John Vianney Fishers, IN	St. Mary's Anderson, IN
		Sts. Joan of Arc and Patrick Kokomo, IN

Section 6. MEETINGS

- A. Meetings. The SGB shall meet at least quarterly and is recommended to meet bi-monthly during the school year at the call of the President or Presiding Officer. All meetings shall be held at the School or some other convenient location within Hamilton County. The meeting agendas shall include committee reports, review of goals and performance, review of operational issues or changes, preparation and review of strategic plans, review of grievances, and review of any other items under the authority and jurisdiction of the SGB. Additionally, the President shall submit a general report of the affairs of the School to the SGB at least quarterly and may be requested monthly by the Presiding Officer. If allowed by the President or Presiding Officer, a meeting may be held telephonically.
- B. Special Meetings. Special Meetings of the SGB may be called by the Presiding Officer, President, Sole Member or Board of Directors, or upon written request of a two-third majority of the SGB.
- C. Notice of Meetings. Written notice stating the place, day and time of any meeting of the SGB shall be delivered either personally or by email by the President, Presiding Officer or Secretary to each Member, not less than five (5) nor more than thirty (30) days before the date of such meeting. In case of a special meeting or when required by law or these SGB By-Laws, the purpose or purposes for which the meeting is called shall be stated by the notice. Notice of meetings, including special meetings, may be waived in writing either before or after the meeting. Attendance at any meeting constitutes a waiver of notice thereof.
- D. Action by Members by Written Consent. Any action required by law to be taken at a meeting of the SGB, or any action which may be taken at a meeting of the SGB, may be taken without a meeting, if prior to such action, a consent in writing, setting forth the action so taken, shall be signed by all Members and Ex Officio Members entitled to vote with respect to the subject matter of. Such written consent shall be filed with the minutes of the proceedings of the SGB.
- E. Quorum. A quorum shall be defined based on SGB membership. At least fifty percent (50%) of the voting Members and Ex Officio Members of the SGB shall constitute a quorum for the transaction of business at any quarterly or special meeting and the President or designee and Presiding Officer or designee must be present.
- F. Voting. All members of the School Governing Board, including both Members and Ex-Officio Members, except for the Director of Catholic Mission and President, have one (1) vote.

- G. Order of Business. The President or the Presiding Officer shall determine the order of business at meetings of the SGB.
- H. Manner of Acting. The act of a majority of the SGB present at the meeting at which quorum is present, as defined in Section 6(E), shall be the act of the SGB, unless the act of a greater number is required by law or these SGB By-laws.

Section 7. DELEGATED POWER AND AUTHORITY OF THE PRESIDENT AND SGB

- A. President. The President (or in the case where the President is temporarily unavailable, his designee) shall have the following authority, subject in all things to the canonical authority of the Diocesan Bishop and to review by the Board of Directors.
 - 1. As to the School Governing Board.
 - i. To call for meetings; and
 - ii. Non-Voting member.
 - 2. As to the Operation of the School. Responsible agent over all aspects of school administration and operation including the Advancement of Catholic Mission, the Educational Ministry, Operations, and Marketing and Development.
- B. SGB. The SGB shall have the following authority, subject in all things to the canonical authority of the Diocesan Bishop as the Sole Member:
 - 1. As to Operation of the School. The SGB will provide oversight in all matters relating to the Advancement of Catholic Mission, the Educational Ministry, Operations, Marketing and Development and other related programs and activities to be carried out by the School. The SGB will provide recommendations to the President as to the hiring/terminating of a Principal. The SGB will approve and/or amend School policy, develop the School strategic plan, approve the School annual operation goals and plans, and review and submit the School financial plan for approval by the Board of Directors.
 - 2. Financial and Other Negotiations. Any endeavor involving financial negotiations, negotiations with architects and construction contractors, and other similar activities, provided that all such authority shall be subject to all necessary approvals from:
 - a. Bishop (Sole Member);
 - b. President;
 - c. Diocesan Finance Council;
 - d. Diocesan Building Commission;
 - e. Board of Directors.
 - 3. As to Its Own Internal Operation. The SGB shall have authority subject to the SGB By-Laws. The SGB shall oversee the Executive Council and its respective duties and establish Ad Hoc Committees (as defined herein) as needed. The SGB approves new members of the Executive Council.

Section 8. COMMITTEES OF THE SGB

- A. SGB Standing Committees. The following are standing SGB committees: Catholic Life Committee; Development Committee; Campus & Facilities Committee; Finance Committee; Technology Committee; and the Administration Committee (collectively, the “SGB Standing Committees”). In addition to the SGB Standing Committees stated herein, the SGB, by resolution adopted by a majority of the SGB and approved by the Sole Member, may designate and appoint additional SGB Standing Committees. Only Appointed Members of the SGB can serve as chairpersons of one of these SGB Standing Committees. Each committee chairperson shall

establish key responsibilities and goals for the year, and present those responsibilities and goals to the SGB at the beginning of the School year. The committee chairperson shall have expectations from committee members for who is going to own each responsibility, and the committee member should use committee meetings to report on progress. Recommended term limits for committee membership shall follow the SGB guidelines in Section 4 (G). The committee chairperson may opt for no term limits for committee members provided the chairperson ensures committee members stay engaged. The committee member self-evaluation worksheet shall be used annually to assess each committee member. Each committee shall have one (1) primary staff/faculty member that supports the committee. The President and Sole Member may attend all meetings of any SGB Standing Committee. The Diocesan CFO or Chair of the Diocesan Finance Council shall be a standing member of the Finance Committee. The President will identify and assign School faculty and staff to each Committee and they shall work closely with the Committee Chairs to ensure that the Committees efforts are relevant and achievable. They will also act as School liaisons in executing on the plans of the Committee. Standing Committees shall maintain minutes of each meeting.

- B. Ad Hoc Committees. Other committees, including ad hoc committees of the SGB, can be created to fulfill certain functions and tasks by a resolution adopted by a majority of the SGB at a meeting at which quorum is present (hereinafter the “Ad Hoc Committees”). Except as otherwise provided in such resolution, the SGB shall appoint the members of such Ad Hoc Committees. The chairperson of such Ad Hoc Committee, however, will become a member of the SGB only at the discretion of the SGB. Any member of an Ad Hoc Committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the School and the Corporation shall be served by such removal. The President and Sole Member may attend all meetings of any Ad Hoc Committee. The Ad Hoc Committees shall maintain minutes of each meeting.
- C. Nominating Committee. The Nominating Committee of the SGB shall be responsible for assessing the requisite skills and competencies of each SGB member (see section 4.F.1.), and providing to the SGB and Sole Member candidates to fill open appointed member positions. The Nominating Committee will include 5 members and will be chaired by the Vice-Presiding Officer. Other members will include the Past Presiding Officer of the SGB and two (2) members of the faculty and staff as determinate by the President. Meetings of the Nominating Committee will occur on an as needed basis, but are typically expected to occur annually, just prior to SGB members reaching their terms.
- D. Vacancies. Vacancies in the membership of any SGB Standing Committee or Ad Hoc Committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- E. Quorum. Unless otherwise provided in the resolution of the SGB designating a SGB Standing Committee or Ad Hoc Committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at meetings at which a quorum is present shall be the act of the committee thereof.
- F. Rules. Each SGB Standing Committee and Ad Hoc Committee may adopt rules for its own governance not inconsistent with these SGB By-Laws or with rules adopted by the Board of Directors.

Section 9. BOOKS AND RECORDS

The SGB shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Members, including Ex-Officio Members, SGB Standing Committees, and Ad Hoc Committees. Any Member, Ex-Officio Member, the Sole Member, the Board of Directors or his or her agent or attorney may inspect all books and records of the SGB for any proper purpose at any reasonable time.

Section 10. EXEMPT ACTIVITIES

Notwithstanding any other provisions in these SGB By-laws, no Member, Ex-Officio Member, officer, employee or representative of the Corporation or the School shall take any action or carry on any activity by or on behalf of the Corporation or School not permitted to be taken or carried on by an organization exempt from federal income tax under § 501 (c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under § 710(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.