

Revised November, 2022

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

Section 1. ESTABLISHMENT

The School Governing Board (the “SGB”) of St. Theodore Guerin High School (the “School”) is established by the Hamilton County Catholic High School Corporation Board of Directors, WITH THE APPROVAL OF THE SOLE MEMBER. The SGB shall be a board of limited jurisdiction, responsible only for operation of the School in those general subject matter areas defined in Section 6 below.

Section 2. SGB BY-LAWS

- A. SGB Bylaws. The term “SGB By-Laws” or “By-Laws” means the By-Laws set forth in this St. Theodore Guerin High School By-Laws of the School Governing Board.
- B. Amendment or Repeal to SGB By-Laws. These SGB By-Laws may be altered, amended or repealed and new bylaws may be adopted by a majority of the SGB present at any regular meeting or at any special meeting of the SGB, if at least five (5) days’ written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 (as defined herein) 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. Any alternation, amendment, repeal, or adoption must also be approved the Sole Member (as defined herein).

Section 3. DEFINITIONS

- A. Appointed Member. “Appointed Member” means any Member who is not designated as an Ex-Officio Member.
- B. Board of Directors. The “Board of Directors” means the Board of Directors of the Hamilton County Catholic High School Corporation (the “Corporation”) as stated in the Third Amended and Restated Articles of Incorporation of Hamilton County Catholic High School Corporation (the “Articles of Incorporation”).
- C. Diocese. The “Diocese” means the Roman Catholic Diocese of Lafayette-in-Indiana.
- D. Executive Council. The “Executive Council” means the total membership of the SGB and committees. Only the chairpersons of the committees serve as Members of the SGB.

- E. Ex-Officio Member. “Ex-Officio Member” means any person who is a Member of the SGB based on his/her position. An Ex-Officio Member is a voting member of the SGB unless specifically designated as a non-voting member.
- F. Majority. “Majority” means fifty-one percent (51%) or more.
- G. Member. “Member” means any person who is or has been elected, appointed or admitted to the SGB. For purposes of clarity, the term “Member” includes both Appointed Members and Ex-Officio Members.
- H. Parent. “Parent” means any person who is the parent and/or legal guardian of a student enrolled in the School.
- I. Participating Parishes. “Participating Parishes” means those parishes in the Diocese.
- J. President. “President” means the person employed or otherwise serving as the “President” of the School, having overall responsibility for all functions and operations of the School.
- K. Presiding Officer. “Presiding Officer” means the chairperson of the SGB.
- L. Secretary. “Secretary” means the person who is in charge of the records, correspondence, minutes of meetings, and related affairs of the SGB.
- M. Sole Member. “Sole Member” means 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 Diocese as stated in the Articles of Incorporation. The Sole Member, should he choose, may delegate his authority to an appointed designee.
- N. Superintendent. “Superintendent” means the Superintendent of Catholic Schools, or another individual should the Superintendent’s position be vacant, as appointed by the Sole Member, who is delegated authority as his appointed designee to act on his behalf in the area of Catholic school education for the Diocese.
- O. OCS. The “OCS” means the Office of Catholic Schools, which is the agency within the Diocese that provides direct services, guidance, training, evaluation/accreditation review and leadership for Catholic schools under the direction of the Superintendent.
- P. Treasurer. “Treasurer” means the Chair of the Finance Committee (defined in Section 7).
- Q. Vice Presiding Officer. “Vice Presiding Officer” means the vice chairperson of the SGB.

#### Section 4. MEMBERS

- A. Members Generally. The SGB shall include both Appointed Members and Ex-Officio Members.
- B. Appointed Members. There shall be between nine (9) and twenty-one (21) Appointed Members of the SGB. Appointed Members shall include the Past Presiding Officer, the Presiding Officer, the Vice Presiding Officer, the Secretary, the Treasurer, the chairperson of each SGB Standing Committee (see Section 7), and the President of the School's Parent Guild (or his/her designee) (see Section 7). The SGB may also include as many as nine (9) additional at-large Appointed Members.
- C. Ex-Officio Members. Ex-Officio Members shall include the President, the Superintendent or Sole Member's designee, the Principal of the School and a Priest selected and approved by the Sole Member to represent the Participating Parishes.
- D. Qualifications of Appointed Members.
- i. Candidates. When determining a candidate's potential membership on the SGB, the SGB, and the Nominating Committee when applicable (see Section 7(F)), shall consider the candidate's qualifications relevant to the skills desirable for SGB membership, including, but not limited to, the candidate's: participation in church activities; character; educational and occupational experience; commitment to the mission of the School, whether the candidate is an alumni of the School; whether the candidate is a parishioner of a parish within the Diocese; and any special training relevant to appointment to the SGB. The committee member skills matrix and inventory worksheet may be used to assist with the assessment.
  - ii. Anti-Nepotism. It is recommended that a Member not be the spouse, parent, child, sibling, grandparent or in-law of a faculty or staff member of the School.
  - iii. Catholic Values. Catholic Members are to be active and practicing Catholics. Non-Catholic Members are to reflect the teachings and values of the Catholic Church in their lives. Those persons who intentionally are former or inactive Catholics are not eligible for membership.
  - iv. Donor Prospecting and Fundraising. In addition to their defined roles and responsibilities, Appointed Members are expected to actively participate in donor prospecting and fundraising for the School.
- E. Membership.
- i. Appointment. All Appointed Members shall be approved first by a majority vote of the SGB and ultimately by the Sole Member.

- ii. Removal. Consistent with canonical law (i.e., reserved powers), if the Sole Member deems it necessary, he may choose to remove a Member from the SGB. A Member may also be removed by a two-thirds vote of the remaining Members of the SGB for excessive absences, neglect of duty, willful misconduct or if the Member no longer meets the qualifications for membership. Any removal of a Member shall be recorded in the minutes of the meeting immediately following the removal of the Member.
- iii. Resignation. Any Member may resign from the SGB at any time by giving written notice to the President and Presiding Officer. Such resignation shall take effect at the time specified within the written notice. Any resignation of a Member shall be recorded in the minutes of the meeting immediately following the resignation of the Member.

F. Term.

- i. Terms of Ex-Officio Members. The terms of the President, Principal and Superintendent as Ex-Officio Members of the SGB shall be continuous and identical with the length of time during which the President, Principal and Superintendent holds his/her respective underlying position, and his/her successor shall automatically become an Ex-Officio Member for a similar term. The term of the Priest selected and approved by the Sole Member to represent the Participating Parishes shall be set by the Sole Member.
- ii. Terms of Appointed Members. With the exception of the Past Presiding Officer each Appointed Member shall serve a term of three (3) years and until his/her successor has been appointed. Appointed Members' terms are renewable upon acceptance by the Presiding Officer of the SGB. However, it is recommended that Appointed Members serve no more than six (6) years consecutively. When possible, the terms of Appointed Members shall 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. The President of the School's Parent Guild (or his/her designee) shall also serve as an Appointed Member, but only for the period of time that person serves as President of the Parent Guild.
- iii. Term of the Past-Presiding Officer. The Past-Presiding Officer of the SGB shall serve a one (1) year term immediately following the expiration of her/his term as Presiding Officer of the SGB.
- iv. Replacement Member. In the event of death, disability or resignation of an SGB Member, a replacement Member ("Replacement Member") shall be approved by a majority vote of the SGB and by the Sole Member as soon as possible following the death, disability or resignation. The Replacement Member's term will end at the time the replaced Member's term would have ended. In the event the death, disability or resignation is of the Presiding Officer, the Vice Presiding Officer shall assume the role of the Presiding Officer at the time of the death,

disability or resignation and shall continue to serve as the Presiding Officer until the previous Presiding Officer's term ends. A Replacement Member's term will be defined as a full term when greater than twenty-four (24) months.

- v. Officer Vacancies. If the position of Presiding Officer, Vice Presiding Officer, Secretary or Treasurer becomes vacant, nominations for such vacant position(s) shall be solicited from the remaining SGB members and approved by a majority vote as soon as possible after the vacancy.
  
- G. Compensation and Expenses. Appointed Members shall not receive any salaries for their services on or for the SGB, but, by resolution of the SGB, 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, and approved by, the Treasurer of the SGB.
  
- H. Limitation of Liability. Appointed Members shall not be liable to the School in any way, including for damages, regardless of the legal theory of the claim, because of their membership in the SGB. Further, Appointed Members shall not be liable to the School for lost profits or for any special, incidental, or consequential damages whatsoever because of their membership in the SGB, even if Appointed Member knew about the possibility of such damages.
  
- I. Indemnification. The School shall defend, indemnify, and hold harmless Appointed Members from and against all claims, suits, debts, damages, judgments, liabilities, and demands whatsoever, including, but not limited to, those for damages to persons or property, and any related costs and expenses, including court costs and reasonable attorney fees, arising out of or relating to being a Member of the SGB. The School shall not, however, be required to defend, indemnify, and hold harmless any Appointed Member for conduct that amounts to intentional, willful, or wanton misconduct on the part of the Appointed Member.

## Section 5. 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 Indiana. The meeting agendas may 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 and the Principal shall submit separate general reports regarding the affairs of the School to the SGB in connection with each meeting, and the meeting agenda may include the President and the Principal's reports. If allowed by the President or Presiding Officer, a meeting may be held telephonically or via a secure online link.

- 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-thirds majority of the SGB.
- C. Order of Business. The President and the Presiding Officer working in conjunction with one another shall determine the order of business at meetings of the SGB.
- D. Facilitating of Meetings. The Presiding Officer shall facilitate the meetings of the SGB. In the absence of the Presiding Officer, the Vice-Presiding Officer shall facilitate the meetings of the SGB.
- E. 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 (or their representative or designee) to each Member, not less than five (5) nor more than thirty (30) days before the date of such meeting. In the 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.
- F. 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 thereof. Such written consent shall be filed with the minutes of the proceedings of the SGB.
- G. Quorum. A quorum shall be defined based on SGB membership. At least fifty percent (50%) of the voting Members of the SGB shall constitute a quorum for the transaction of business at any meeting and the Superintendent or his/her designee, the President or his/her designee and the Presiding Officer or his/her designee must be present.
- H. Voting. All Members, except for the President and Principal, have one (1) vote.
- I. Manner of Acting. The act of a majority of the SGB present at the meeting at which quorum is present shall be the act of the SGB, unless the act of a greater number is required by law or these SGB By-Laws.

Section 6. DELEGATED POWER AND AUTHORITY OF THE PRESIDENT AND SGB

- A. President. The President (or in the case where the President is unavailable, his/her designee) shall have the following authority, subject in all things to the canonical authority of the Sole Member and to review by the Board of Directors.

- i. President's Power and Authority as to the SGB. The President may call for meetings of the SGB and may determine the order of business of any SGB meeting. The President shall also serve as a non-voting Ex-Officio Member of the SGB.
  - ii. President's Power and Authority as to the Operation of the School. The President is the responsible agent over all aspects of School administration and operation, including, but not limited to, the Advancement of Catholic Mission, the Educational Ministry, Operations, and Marketing and Advancement of the School. The President shall have responsibility for the ordinary administration of the School, subject in all things to the canonical authority of the Sole Member and to review by the Board of Directors. All procedures prescribed by the OCS regarding the academic and student affairs of the schools and other diocesan agencies regarding the financial, development and property management of the School shall be followed. The President shall have responsibility for the ordinary day-to-day personnel administration, including the final appointment of School Principal and other administrators, faculty and staff. The President reports regularly to the SGB and is ultimately accountable to the Sole Member or his appointed designee.
  - iii. Annual Performance Appraisal. The President shall be evaluated by the Sole Member or his appointed designee and the Presiding Officer of the SGB based upon an appraisal process prescribed by the OCS with input from the SGB. Consistent with canonical law (i.e., reserved powers), if the Sole Member deems it necessary, he may choose to remove the President.
- B. SGB. The SGB shall have the following authority, subject in all things to the canonical authority of the Sole Member:
- i. 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, among other things, 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.
  - ii. 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. the Sole Member;
    - b. the President;
    - c. the Diocesan Finance Council;
    - d. the Diocesan Building Commission; and

e. the Board of Directors.

iii. 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 in Section 7) as needed.

C. Selection and Appointment of the President. If the President is a priest, then the Sole Member shall make the appointment. If the President is not a priest, the President shall be hired by the Sole Member or his designee based upon the results of a search and hiring process prescribed by the OCS in consultation with the Presiding Officer and Vice-Presiding Officer of the SGB. The OCS and the Presiding Officer and Vice-Presiding Officer of the SGB shall consider input from the SGB. A search committee for any non-priest President shall include the participation of one or more SGB members and a priest of the Diocese.

## Section 7. COMMITTEES OF THE SGB

A. SGB Standing Committees. The following are standing SGB committees:

- i. Catholic Life Committee;
- ii. Advancement Committee;
- iii. Campus & Facilities Committee;
- iv. Finance Committee;
- v. Technology Committee;
- vi. Alumni Committee; and
- vii. Administration Committee

(collectively, the "SGB Standing Committees" or "Standing Committees" or individually, a "Standing Committee").

B. SGB Standing Committee Chairpersons. Among the members of the Standing Committees, only the chairperson of each Standing Committee is eligible to serve as an Appointed Member on the SGB. If an individual serving as chairperson of a Standing Committee no longer serves in such capacity, he/she shall no longer represent the Standing Committee before the SGB but the SGB may ask such individual to continue to serve on the SGB as an At-Large Member. Each Standing Committee chairperson shall establish key annual responsibilities and goals for their respective Standing Committee and present those responsibilities and goals to the SGB at the beginning of the school year. The chairperson shall have and communicate expectations for committee members.

C. SGB Standing Committee Membership. The chairperson for each Standing Committee shall establish the membership of the Standing Committee, provided the Sole Member shall have final discretion regarding any person's membership on any Standing Committee. Any member of a Standing 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 Standing Committee member self-evaluation worksheet may be used annually to assess each Standing Committee member. Each Standing Committee shall have one (1) primary staff/faculty member that supports the Standing 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 Standing Committee and they shall work closely with the Standing Committee chairpersons to ensure that the Standing Committee efforts are relevant and achievable. They will also act as School liaisons in executing on the plans of each Standing Committee. Recommended term limits for committee membership shall follow the SGB guidelines in Section 4 (F)(b). The committee chairperson may opt for no term limits for committee members provided the chairperson ensures committee members stay engaged.

- D. Addition of 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.
- E. 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 (the "Ad Hoc Committees"). Except as otherwise provided in such resolution, a member of the SGB shall serve on the Ad Hoc Committee and the Chair of the Ad Hoc Committee shall select the members of such Ad Hoc Committees subject to approval of the Sole Member. Should the SGB member on the Ad Hoc Committee not serve as Ad Hoc chairperson, the chairperson of such Ad Hoc Committee, will become a member of the SGB only at the discretion of the SGB and the approval of the Sole Member. 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.
- F. Nominating Committee. The Presiding Officer or Vice Presiding Officer may recommend that the SGB approve a Nominating Committee. The Nominating Committee shall be responsible for assessing the requisite skills and competencies of each SGB member and providing to the SGB and the Sole Member candidates to fill open Appointed Member positions. The Nominating Committee will include up to five (5) Members and shall be chaired by the Vice-Presiding Officer. Other Members shall include the Past-Presiding Officer of the SGB, and two (2) members of the faculty and staff as determined 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. Unless otherwise specified and approved, a Nominating Committee shall serve for a period of one (1) year from the date of its approval.

- G. 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.
- H. 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.
- I. 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 8. 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 9. 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.

#### Section 10. CONFIDENTIALITY

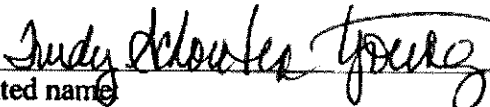
Each Member is required to sign a Confidentiality Agreement to, among other things, keep confidential any deliberations or discussions that occur during any SGB meeting, and each Member's obligation to maintain confidentiality shall survive the Member's tenure as a Member of the SGB.

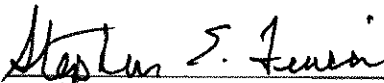
Section 11. DISSOLUTION

If deemed necessary or advisable by the SBG, the SGB may be dissolved. In that event, the SGB and the Sole Member (and/or his designee) shall devise an appropriate plan for dissolving the SGB including but not limited to the transfer of SGB authority.

These Guerin Catholic High School Bylaws are enacted this 30<sup>th</sup> day of November 2022

  
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Most. Rev. Bishop Timothy L. Doherty S.T.L., Ph.D

  
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Printed name  
On behalf of the Superintendent

  
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Stephen E. Ferrucci, GCHS School Governing Board

  
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Deacon Rick Wagner, Guerin Catholic High School