

AMENDED BYLAWS
of
SAINTS PETER AND PAUL SCHOOL BOARD

Article I

Name, Purpose, Duties

Section 1. Name

The name of this organization is the Saints Peter and Paul School Board (hereinafter referred to as the "Board").

Section 2. Purpose

The purpose of this Board is to promote and advance the mission of Saints Peter and Paul School for the education and instruction of students in assisting them to "reach the fullness of the Christian life." (See canon 794 §1). In keeping with the principles of the Roman Catholic Church, this Board ensures that this school fulfills its mission of forming the human person for our final end and for the common good. (See canon 795). The Board also ensures that the finances of the school remain healthy, and ensures a course of education as prescribed by the Diocese of Wilmington and the applicable policies, rules, and regulations of the State of Maryland.

The Board is established with the canonical understanding that the Christian faithful have the right and duty to establish such a Board which must be highly esteemed by the Church (see canon 796 §2). As such, the Board, with specified powers of governance, is a participatory, policy making body for the matters identified herein pertaining to the school. All decisions of the Board shall be binding upon the school administrators and shall be in compliance with canon law (see canons 793-806), the letter and the intent of the policies, rules, and regulations of the Office of Catholic Schools of the Diocese of Wilmington, the applicable policies, rules, and regulations of the State of Maryland, and those powers reserved to the Roman Catholic Bishop of the Diocese of Wilmington.

Section 3. Definition of Competent Ecclesiastical Authority

For the purpose of these bylaws, the Pastor of Saints Peter and Paul Roman Catholic Church is the competent local ecclesiastical authority (see canon 794 §2) to sit on the Board. The Bishop is the competent diocesan ecclesiastical authority in the diocese and the one to whom the Pastor is subject.

Section 4. Duties

The Board fosters the highest possible standards of academic and religious education for all students and provides policy direction to the school in these five (5) distinct areas:

Financial Oversight

The Board develops plans and means to secure the financial future of the school. This includes, but is not limited to:

- A. Budget creation and monitoring
- B. Setting tuition
- C. Financial planning

Advancement

The Board works with the school Advancement Director to drive the development of a comprehensive school advancement plan. This includes:

- A. Enrollment Management
- B. Marketing/Communications
- C. Development/Fundraising

Strategic Planning

The Board drives and participates in the development of the school's strategic plan – complete with goals, objectives, and action plan.

Board Education/Evaluation

The Board annually determines its own effectiveness in light of the school's mission, Board goals, and responsibilities as outlined in these bylaws.

Principal(s) Selection/Evaluation/Termination

Selection of a new school Principal(s) is a Board driven-process. It begins with the Board forming a search committee including the Board Chair, two other Board members, the Pastor, a representative from the Office of Catholic Schools, and two educational experts. The committee conducts a robust search while meeting all appropriate diocesan human resource policies. The selected candidate must be accepted by Board Chair, the Pastor, and the Office of Catholic Schools. Upon this signoff, the candidate is approved by the Board and appointed by the Pastor. See, e.g., Appendix A.

Evaluation of the Principal(s) is the joint duty of the diocesan Office of Catholic Schools, the Board, and the Pastor (See canons 804 and 806.) The Board participates in the evaluation of the effectiveness of the Principal(s) using the performance appraisal process prescribed by the Office of Catholic Schools.

Upon the recommendation of 2/3 majority of the Board and with the notification of the Office of Catholic Schools, the Board may remove the Principal(s) for cause. Note that the Board's

recommendation is not required for the Pastor to remove the Principal(s), however the Pastor will consult the Board Chair and the Chair will engage the Executive Committee and the Office of Catholic Schools before a decision is made by the Pastor. All appropriate diocesan human resource policies apply.

Other Policy

Except as otherwise specified in these bylaws, the Board does not deal with the following:

- A. Review of administrative decisions.
- B. Administrative regulation.
- C. Personnel issues that concern faculty or staff members.
- D. Hiring or firing of faculty and staff.
- E. Issues related to student life or student behavior.
- F. Development of school curriculum.

Article II

Reserved Powers of the Roman Catholic Bishop of the Diocese of Wilmington

The following powers are reserved to the Bishop in accordance with the discipline and governance of the Roman Catholic Church and in accord with the Code of Canon Law. The execution by this Board of matters infringing on these powers shall require specific authorization, in writing, by the Bishop or his appointed delegate.

- A. Exercising the right of vigilance and visitation of the school; issuing prescripts about the general regulation of the Catholic schools. (See canon 806).
- B. Ensuring that Principals and teachers are "outstanding in correct doctrine, the witness of a Christian life, and teaching skill." (See canon 804).
- C. Exercising the right to appoint or approve teachers of religion or to remove and/or to demand that they be removed if he deems that necessary. (See canon 805).
- D. Ensuring the Catholic identity and religious education as expressed in the philosophy and mission of the school. (See canon 803).
- E. Ensuring the professional review of the school's effectiveness in providing a high-quality Catholic education and in sustaining continuous progress toward stated objectives.
- F. Approving and amending the bylaws of the Board.
- G. Approving transactions outside of the ordinary course of daily business (e.g., incurring debt, securing loans, modifying or expanding school facilities, acquisition or selling of property). (See canons 1291-1295).
- H. Appointing of legal counsel or financial auditors for the school.

Article III

Board Membership

Section 1. Number and Composition

- A. The Board shall consist of no fewer than 9 and no more than 12 voting members (no more than 1/3 of whom can be current parents of enrolled students at the school) nominated by the Board's Governance and Nominating Committee. Potential Board members must then be appointed by the Pastor. See, e.g., Appendix B. All voting members shall serve a term of three years, subject to an annual self-assessment and performance review as referenced in these bylaws, and shall be eligible for reappointment to additional three-year terms. Absent approval by the Board for good cause, however, voting members may serve consecutive terms consisting of no more than nine years of continuous service. Past members may be asked to rejoin the Board after a one-year hiatus. At the point of start-up for the Board, an appropriate phase-in period for members will be established.
- B. The Pastor is an ex-officio, voting member of the Board.
- C. The Principal(s) is an ex-officio, non-voting member of the Board who has the responsibility of implementing Board policies and shall have discretionary authority to make administrative decisions, except as may be otherwise provided in these bylaws.
- D. The Superintendent of Schools in the Diocese of Wilmington or the Superintendent's designee is an ex-officio, non-voting member of the Board.
- E. All Board members serve without compensation or remuneration, nor shall they benefit financially from their association with the school or as Board members of the school.
- F. The Board shall not be bound by any statement or action on the part of any individual member(s) of the Board except when such statement or action is in pursuance of specific instruction of the Board.

Section 2. Selection, Appointment, Removal

- A. New and renewed appointments to the Board shall take place at the meeting closest to June 1 of each year and newly appointed members of the Board shall take office at the meeting closest to September 1 of each year, following an orientation and training as prescribed by Office of Catholic Schools.
- B. Retiring Board members shall leave office at the meeting closest to June 1 of each year.
- C. Board members may resign by delivering to the Pastor and the Chair of the Board a letter indicating his or her intent to resign and the effective date of that resignation.
- D. The Board may remove a Board member by 2/3 majority vote. The Pastor, after prior consultation with the Executive Committee and the Office of Catholic Schools, may remove any Board member at any time.

Section 3. Criteria for Membership/Code of Ethics

- A. Members shall be 21 years of age or older.
- B. Members shall have a genuine interest in Catholic school education, the mission of the school and the diocesan mission.
- C. Members who are of the Catholic faith shall give witness to the Roman Catholic Church's teachings and moral truths and values. Members who are of non-Catholic faith shall agree to be respectful for the Roman Catholic Church's teachings and moral truths and values.
- D. Members shall maintain high levels of integrity and confidentiality.
- E. Members shall be objective and free of self interest.
- F. Members shall actively and generously support with all available personal resources the programs and operations of the school.
- G. Members are expected to make the school one of their philanthropic priorities and give to the school's annual fund.
- H. Members shall support Board decisions even if they do not fully agree with them.
- I. Voting members shall not be salaried employees of the parish or school or spouses of salaried employees of the parish or school.
- J. Members shall maintain regular attendance at Board meetings. Any Board member absent from two (2) regular meetings of the Board during one (1) year (July 1 to June 30) shall, unless excused by action of the Board, cease to be a member. Members may, when unable to attend in-person, participate in Board meetings by phone.
- K. Members shall abide by the bylaws of the Board and the operating principles and policies of the Diocese of Wilmington.
- L. Members shall deliberate on all matters before the Board in good faith and for the common good of the community of the school, the Diocese of Wilmington, and the Roman Catholic Church.
- M. Members shall actively participate on at least one Board committee and, if so requested by the Board, shall actively participate on more than one such committee.

Article IV Officers

Section 1. Officers, Selection, Tenure

The officers of the Board shall include a Chair, a Vice Chair, and a Secretary. The Chair, Vice Chair, and Secretary are elected by the Board from among the voting members of the Board.

- A. The voting members of the Board shall select the Chair, Vice Chair, and Secretary at the meeting closest to June 1 of each year.
- B. Officers shall hold offices until the next annual election and thereafter until their successors are duly selected.

Section 2. Duties of the Officers

- A. The Chair presides at all regular and special meetings of the Board; appoints all committees and their Chairs unless otherwise specified by the Board; and in general, performs all duties incident to the office of the Chair and such other duties as from time to time may be assigned to him/her by the Board. The Board Chair, in consultation with the Principal(s), creates meeting agendas that carefully distinguish the difference among items that are meant to be for information, discussion, advice or action.
- B. The Vice Chair shall be an aide to the Chair, and in case of the absence or disability of the Chair, shall assume and perform the duties of the Chair.
- C. The Secretary shall keep Board meeting minutes; submit a copy of the minutes within a reasonable time to the Principal(s) and Board Chair for editing and mailing; see that all notices are fully given in accordance with these bylaws; be custodian of the records of the Board and provide the Principal(s) with copies for the school office or archives; and, in general, perform all duties incident to the office of Board Secretary and such other duties as from time to time the Chair may assign. In the absence of the Chair and Vice Chair, the Secretary shall preside at Board meetings.

Article V

Standing Committees

Standing committees work towards achieving the Board goals in their respective area and then making recommendations to the Board about how to achieve said goals.

Section 1. Executive Committee

- A. Comprised of the officers of the Board, the Principal(s), the Pastor, and the Chairs of the Governance and Nominating and Finance Committees. With careful consideration and Board approval, the Board Chair may extend the position of executive committee member to additional members of the Board.
- B. Addresses emergency situations in which it is impossible or inappropriate to assemble the full Board. This committee meets only when called by consensus of its designated members.
- C. Reviews Board decisions in light of the school's Catholic identity and mission.
- D. Establishes and is responsible for monitoring the strategic plan of the school.

Section 2. Finance Committee

- A. Works with the Director of Finance and Human Resources serving the school
- B. Develops annual operating budgets in consultation with the Principal(s) and Pastor.
- C. Drives budget process – See, e.g., Appendix C.
- D. The budget process includes:
 - a. Preliminary budget preparation by the Director of Finance and Human Resources serving the school in consultation with the Principal(s) and the Finance Committee Chair.

- b. Pastor will be consulted regarding the annual contributions to be made for the following year's budget.
- c. Preliminary budget is reviewed and revised, as necessary, by the Board's Finance Committee, and then forwarded to the Board for its review and approval.
- d. Prior to Board approval, the budget is to be sent to the Chief Financial Officer (CFO) of the diocese for review and comment.
- e. The budget is presented to the Board for approval. The Board, Pastor, and Principal(s) must sign off on approved budget.
- E. Ensures timely execution of this process – November through April.
- F. Ensures the maintenance of a separate school budget from the parish budget to ensure proper accountability, management, controls, and reporting.
- G. Monitors revenue and expense through monthly statements prepared by the school and reports results to the Board.
- H. Reviews any and all capital expenditure recommendations prepared by the Facilities Committee.

Section 3. Marketing and Enrollment Committee

- A. Works in conjunction with the school's Advancement Director to plan and execute school's marketing, recruitment, and retention efforts.
- B. Works to increase the awareness and advances the mission of the school in the recruitment and retention of prospective and current students and families.
- C. Analyzes enrollment data and identifies areas of need and focus.
- D. Identifies target markets for recruitment of new students and how to recruit them.
- E. Serves as an ambassador for the recruitment and retention of students and families.
- F. Accepts the school's decisions regarding student admission and financial aid awards.

Section 4. Development and Fundraising Committee

- A. Works in conjunction with the school's Advancement Director to plan the school's development activities.
- B. Authorizes and promotes major fundraising activity of the school.
- C. Assists in developing a pool of prospective annual fund donors.
- D. Personally cultivates and solicits annual fund donors.
- E. Participates in cultivation and recognition events throughout the year – including the lead gift event(s).
- F. Participates (as do all Board members and volunteers) in key fundraising and friend raising activities including financial support and professional expertise.
- G. Advises the Board on annual fund financial goals and on any capital or major gift efforts.

Section 5. Governance and Nominating Committee

- A. Coordinates the identification, cultivation, recruitment, and orientation of new Board members.
- B. Maintains data on Board demographics.
- C. Facilitates Board self-assessment.

- D. Identifies Board need for education and training and facilitates opportunities to meet these needs.

Section 6. Facilities Committee

- A. Develops the master plan for the school's buildings and grounds in collaboration with the Pastor. It is important to note that alterations to the physical plant need to be approved by the Pastor.
- B. Monitors implementation of the plan.
- C. Reports periodically to the Board on major plant and campus issues.
- D. Keeps the Pastor informed of building and grounds needs.

The Board may, by majority vote, establish additional ad hoc committees (i.e., strategic planning). The Board may discontinue such committees and dismiss them with thanks at the completion of the appointed task.

Although the standing committees of the Board are chaired and staffed by voting members of the Board, the Board may invite non-members who bring knowledge or experience to join the committees. They may or may not be voting members of the committees at the discretion of the Board.

Article VI

Role of the Principal(s)

In addition to all of the applicable roles and responsibilities of a Board member, as indicated in the bylaws, the duties of the Principal(s) also include the following:

- A. The Principal(s) is responsible for implementing the policies of the Office of Catholic Schools and policies formulated by the Board.
- B. The Principal(s) is responsible for the day-to-day operations of the school community.
- C. The Principal(s) hires and, when necessary, terminates all faculty and school staff. All faculty and school staff report to the Principal(s). All human resource decisions must be in compliance with diocesan policies.
- D. The Principal(s) is the educational leader of the school and as such, he/she provides educational direction to the Board and serves as the link between the Board, the school and its faculty, the students and their parents.
- E. The Principal(s), by periodic written reports and otherwise, keeps the Board informed about the operation of the school and its curricular and co-curricular needs and about diocesan policy and procedure, including but not limited to the school's academic standing relative to the marketplace. In addition, the Principal(s) shall consult with the Board prior to making any significant personnel or financial decisions likely to impact the future operation of the school and its programs.

Article VII

Role of the Pastor

The Pastor fulfills all of the roles and responsibilities of a Board member, as indicated in the bylaws. In addition to the responsibilities and obligations in canon law and diocesan policy which the Pastor bears, he also brings to the Board wisdom, experience, and leadership in the following ways:

- A. He plays an important role on the school Board in that he shares a collegial relationship with Board members while serving as their spiritual leader.
- B. As the spiritual leader, he shares the pastoral vision and offers other spiritual insights that will enrich and improve the quality of the Board's deliberations.
- C. Promotes the Catholic life of the school community and Board as a spiritual leader and pastoral minister whose interaction with the community underscores gospel values.
- D. Is present to the school community at significant educational, Board initiated, and family events.

Article VIII

Meetings

Section 1. Regular, Special and Annual Meetings

- A. The Board shall meet at least six (6) times per year (July 1 to June 30) with dates determined by the Board in its first meeting. The schedule for and location of these meetings will be set and publicized for the year (July 1 to June 30).
- B. The Pastor, the Chair, or a majority of Board members may call for special meetings when needed. If time permits, the Board will give usual notice of special meetings 24 hours in advance stating the nature of the meeting, the time and place.
- C. The Board meeting on or closest to June 1 shall be designated as the annual meeting with its major topics being election of officers and nominations of new members for the next year.

Section 2. Quorum

- A. Quorum is defined as the presence of the minimum number of members of a specific body necessary to conduct business (usually the majority of the voting members). By absolute majority, this Board understands a number of members/votes totaling more than fifty percent (50%) of the voting membership constitutes a quorum. (See canon 119).
- B. For the purpose of transacting official business, it shall be necessary that an absolute majority of the total-voting members be present and voting. "Voting members" of the Board shall mean the selected and appointed members, as defined in Article III. An absolute majority of those present and voting shall carry the motion, decision, or election.
- C. It is expected that the Pastor will support the decisions of the Board unless they are contrary to the mission of the parish or the policies and procedures of the Diocese of Wilmington.

Section 3. Dispute Resolution

In the event of a dispute, in the area of the Board's responsibility, between the absolute majority of the Board, represented by more than fifty percent (50%) (see canon 119), and the Pastor, conciliation may be attempted through mediation and resolved in accord with Canon Law (see, e.g., Addendum 1, Dispute Resolution Process) and carried out in a timely manner.

Section 4. Rules of Procedure

The Board shall decide matters through a process of consensus and except as otherwise provided by these bylaws, the current version of "Robert's Rules of Order" shall apply to all procedural matters before the Board.

Section 5. Order of Business

- A. Meetings of the Board shall be closed; however, the Board reserves the right to declare open sessions.
- B. Each Board member shall receive notice and a copy of the agenda and supporting materials at least seven (7) days prior to the regularly scheduled meeting.
- C. Anyone wishing to place on the agenda an item for consideration by the Board must notify the Secretary at least ten (10) days prior to the scheduled meeting.
- D. The suggested length of Board meetings is no more than two hours.

Section 6. Visitors

The opportunity for non-members to address the Board shall be limited to those whose petition has been approved by the Chair for inclusion on the agenda at least ten days in advance of the meeting.

Section 7. Archives

A written record of all acts of the Board shall be maintained and preserved by the Secretary.

Article IX

Amendments

- A. These bylaws may be amended, supplemented, or repealed in whole or in part at any time by a two-thirds vote of all voting members of the Board and subject to the approval of the Pastor, the Vicar General, and the Bishop.
- B. Amendments to these operating principles must be presented to the Board in writing at least two weeks prior to one meeting for discussion and voted on at a subsequent meeting.

Article X Enactment

These bylaws shall become effective upon the approval of the Vicar General and promulgation by the Bishop.

Article XI Conflict of Interest

Any member of the Board who has an interest in, or has a member of his or her household or family member who has an interest in, a contract or other transaction presented to the Board or a committee shall make prompt and full disclosure of such interest to the Board prior to any discussion of or action on such contract or transaction.

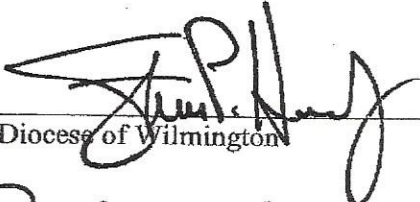
The Board (excluding the potentially interested member) shall thereupon determine by majority vote, whether a conflict of interest exists.

If a conflict is deemed to exist, such person shall not vote on, exert influence over or participate in any of the deliberations with respect to such contract. Such person may be requested to be absent from Board discussion about the contract or transaction.

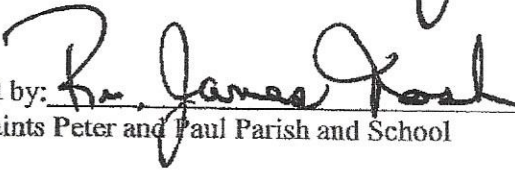
For the purposes of this Article, a person shall be deemed to have an interest in a contract or transaction if he or she is one of the parties contracting or dealing with the school; if he or she is a director, partner or officer of, or has significant financial or other interest in, the entity contracting or dealing with the school; or if one of his or her family members or a member of his or her household is in such a position.

Article XII
Indemnification of Personal Liability

Each Board member and officer of the Board, now or later serving, is indemnified by the school against any and all claims and liabilities to which he or she has or will become subject to by reason of having served as a Board member or officer or by reason of any action alleged to have been taken, omitted, or neglected by him or her as Board member or officer. The school will also reimburse each such person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability. However, no Board member or officer shall be indemnified against or reimbursed for any expenses incurred in connection with any claim or liability arising out of his or her own willful and/or criminal misconduct or gross negligence. The right of indemnification provided herein will not be exclusive to any other rights that law may entitle to any Board member or officer.

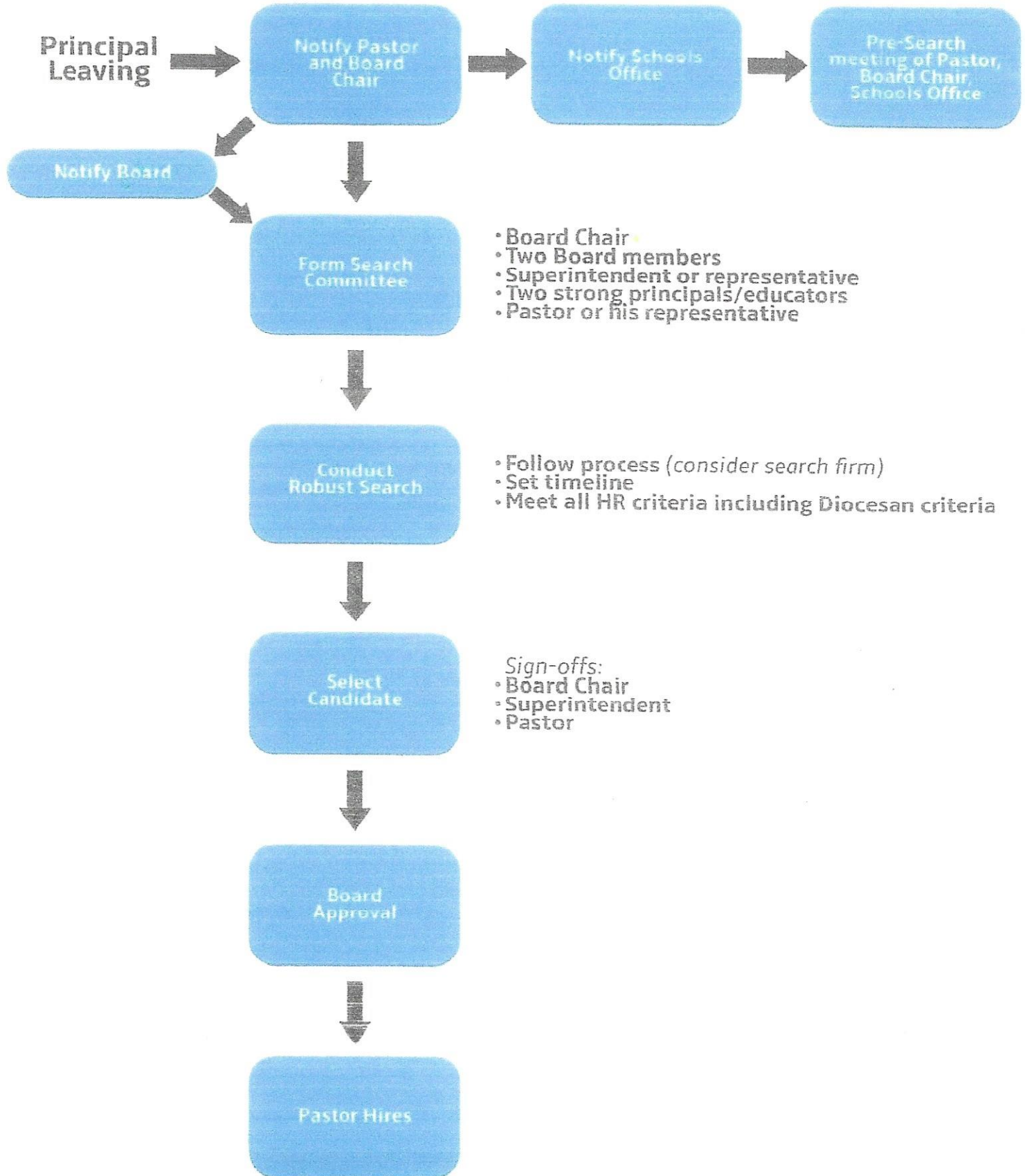
Approved by:  _____
Vicar General, Diocese of Wilmington

Date: 8-21-23

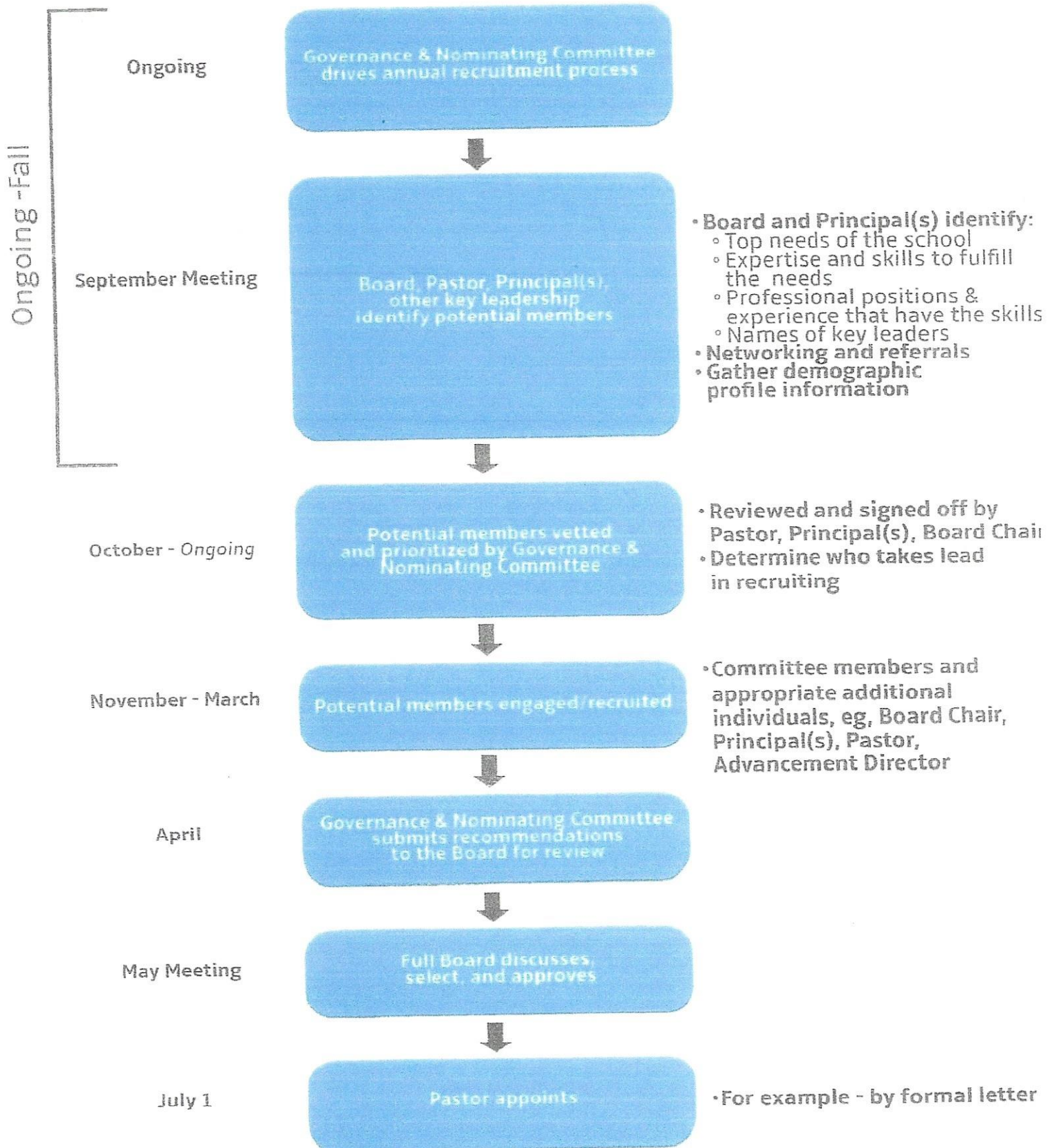
Approved by:  _____
Pastor, Saints Peter and Paul Parish and School

Date: 8-21-23

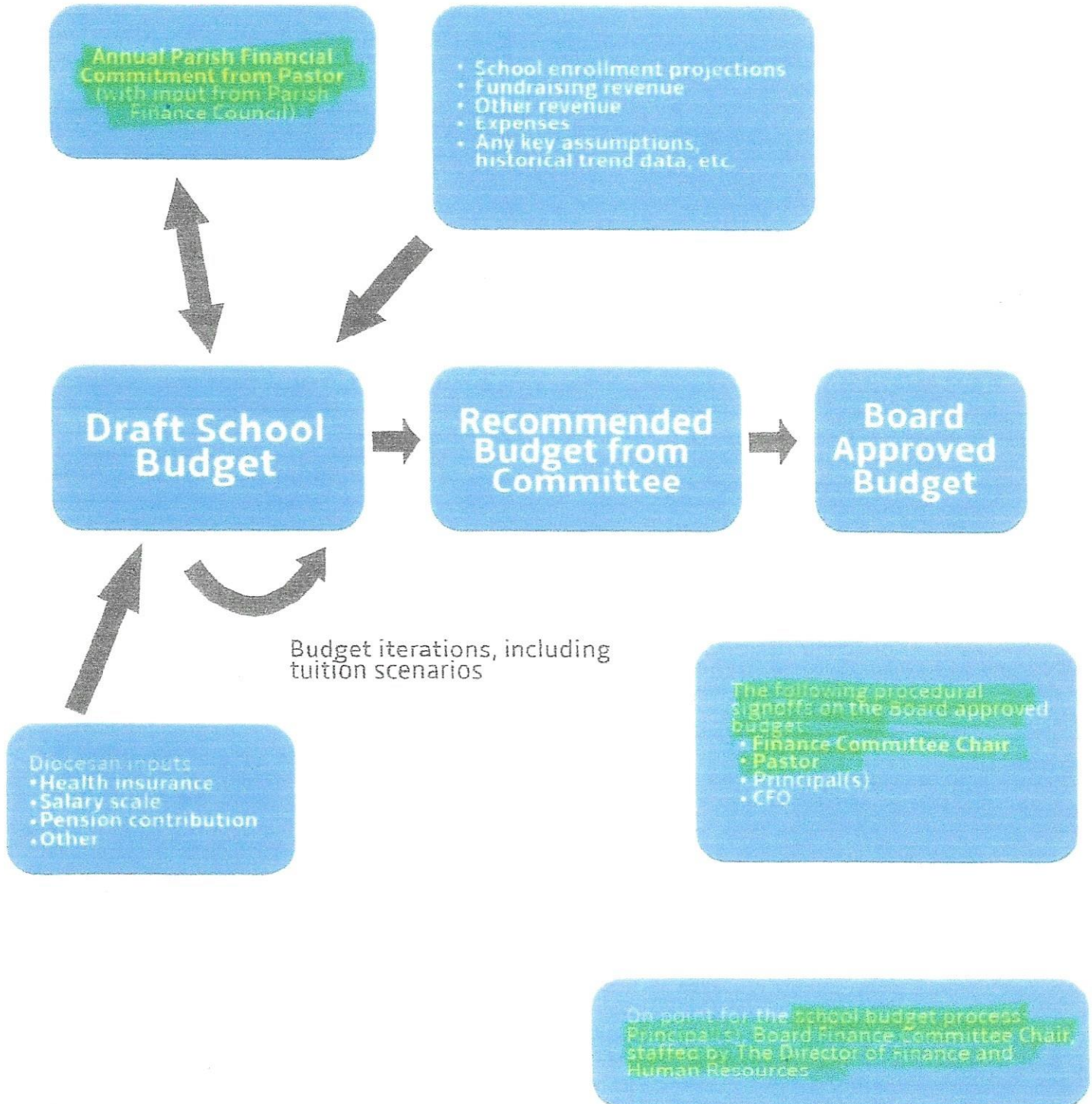
Appendix A. Principal Search Process



Appendix B. Board Member Selection Process



Appendix C. Budget Process - November-April



Addendum 1

Dispute Resolution Process

The purpose of this dispute resolution process is to provide the parties with a procedure to resolve disagreements arising from the implementation of the school governance operating principles (see canon 1733). The process is as follows:

Step #1 – Initiation of Dispute Resolution Process

1. A request for mediation shall be made in writing by the Board Chair to the Superintendent of Schools. The mediation request shall specify the date of the request and the issue(s) in dispute.

Step #2 – Preliminary Mediation Conference

1. A preliminary mediation conference shall be conducted within five school days after receipt of the written request. The Board Chair, Pastor, and Superintendent of Schools (at a minimum) will meet at which time:
 - a. Issues shall be determined;
 - b. Clarifications provided related to the Operating Principles;
 - c. Options will be discussed.
2. The conference shall be informal and held at a place reasonably convenient to the parties in dispute. If the meeting results in agreement, the issue can be brought to the Board for a vote and recorded in the minutes. If the meeting does not result in agreement, the next step is to select a mutually agreed upon mediator.

Step #3 – Mediation

1. The Superintendent of Schools shall offer the Board a panel of three to five volunteer professional mediators who have been vetted for a strong commitment to Catholic social teaching as a basis for their interest.
2. At the next Board meeting a general introduction to the process of mediation will be explained and the issues will be discussed according to the process.
3. Upon resolution, the agreement becomes part of the minutes of the meeting. If an agreement is not reached, the mediator identifies the unresolved issues. The entire Board present verifies the issues with their signature and the Board Chair will forward them to the Bishop. The Bishop or his delegate will meet with the Board for final resolution.