

CONSTITUTION & BYLAWS FOR BOARD OF DIRECTORS OF ST. ANN'S SCHOOL

ARTICLE I: ESTABLISHMENT OF BOARD OF DIRECTORS

Section A: PURPOSE

The Board, an advisory body of delegated responsibility gathers in the spirit of the gospel to promote, sustain, and ensure the ministry of quality Catholic education. This is accomplished by providing vision, leadership, and accountability in collaboration with diocesan and local administrators as well as with other key representatives of the school and business communities.

Section B: NAME

The name of this body shall be the ST. ANN'S ADVISORY SCHOOL BOARD (hereafter, "Board").

Section C: GENERAL RESPONSIBILITIES OF THE BOARD

The responsibilities of the Board are grouped in six (5) general areas:

1. School Vision: The Board shall assist in clarifying and enunciating the Mission and Catholic identity of St. Ann's.
2. Goal Setting: The Board shall help to develop, prioritize, and implement short and long-range, strategic goals and plans for St. Ann's.
3. Policy Making: The Board will help to formulate and communicate policies for St. Ann's which are in accord with diocesan policies and regulations.
4. Oversight of Temporal Affairs: The Board shall help guide the development of St. Ann's financial plans and annual budgets, and monitor their implementation.
5. Evaluation: The Board shall participate in evaluating St. Ann's Board's general performance, the implementation of school policies and goals, and its own effectiveness.

ARTICLE II: POWERS OF THE BOARD

The Board will have delegated responsibility for the organization of St. Ann's except for those matters and decisions which are reserved to the diocesan Superintendent/Pastor and/or Principal.

Without prejudice to these general powers, the Board shall have the power to:

1. Assist in creating, promulgating and implementing written policies with respect to matters affecting St. Ann's, its facilities and equipment which are not reserved to the Bishop by himself or in the Code of Canon Law or contrary to written policies of the Diocese of Fresno (hereafter "Diocese");
Assist in some fiscal matters, including, but not limited to, establishing and keeping an annual school budget and participating in all fundraising and development activities of St. Ann's, not expressly reserved to the Bishop;
2. Assist in establishing and evaluating strategic and annual planning goals;
3. Assist the Pastor and the Principal of St Ann's in maintaining and promoting the Catholic identity of St. Ann's and in preserving a close relationship with the Bishop;
4. Give feed back to the principal on the individual academic disciplines in such a way that they offer a single unified system of student formation.

ARTICLE III:

RESERVED RIGHTS

Section A: GENERAL RESERVATION

The Bishop reserves unto himself the right and authority to disapprove actions of the Board which he may deem at his sole discretion to be detrimental to the good of St. Ann's or the Diocese.

Section B: SPECIFIC RESERVED RIGHTS

The specific rights reserved by the Bishop include but are not limited to the following:

1. Determination of diocesan policies to be included in the St. Ann's formal educational program;
2. Determination of whether the doctrine and teachings of the Catholic Church are faithfully observed in all classes;
3. Removal of personnel whose lifestyle, personal activity, or professional conduct is at variance with Catholic doctrine or the moral precepts of the Catholic Church, or who engage in conduct detrimental to St. Ann's or the Catholic Church;
4. Appointment of the Pastor for St. Ann's;
5. Confirmation and removal of all Directors of the Board of Directors pursuant to Article IV below;
6. Approval of the annual St. Ann's budget and fiscal plan through the Superintendent and the Office of Catholic Education;
7. Creation or incurrence of any indebtedness for borrowed money not included in the approved budget;
8. Creation or incurrence of any mortgage, pledge, lien, charge or encumbrances upon any of the property or assets now owned or hereafter acquired by St. Ann's not included in the approved budget, except for minor liens and encumbrances not exceeding \$10,000 in the aggregate at any one time outstanding;
9. Authorization of St. Ann's to become a party to any contract or commitment, or to renew, extend, amend, or modify any contract or commitment unless such contract or commitment (a) is entered into in the ordinary course of operating St. Ann's, and (b) does not require payment of any aggregate unbudgeted amount in excess of \$10,000;
10. Execution of leases of real and personal property for more than one year;
11. Authorization of any capital expenditures or any capital additions or improvements exceeding \$10,000;
12. Sale or agreement to sell or otherwise dispose of assets of St. Ann's having a fair market value in excess of \$10,000;
13. Adoption of the St. Ann's Mission and Philosophy Statements;
14. Adoption of strategic plans;
15. Selection or removal of auditors in accordance with Article VIII, Section C;
16. Amendment, repeal, or revision in any way the policies adopted by the Board pursuant to Article III;
17. Appointment of legal counsel and approval to initiate or defend litigation; and
18. Amendment, repeal, or alteration in any way this Constitution & Bylaws for Board of Directors of St. Ann's School (hereafter "Constitution").

Section C: REQUIRED APPROVAL

Neither the Board nor any officer or employee of St. Ann's shall take any action either in contradiction of any of the foregoing reserved rights or without first having secured the necessary approvals as may be required by this Constitution.

Section D: ACTION OF BISHOP

In the exercise of his reserved rights described in Section B of this Article III and the rights of the Bishop under the Code of Canon Law, the Bishop may simply grant or withhold approval in whole or in part, or, in his complete discretion, prescribe such other or different action as he may deem appropriate.

Section E: DELEGATION TO THE SUPERINTENDENT

The Bishop may delegate all or any portion of his reserved rights described in this Article to the Superintendent, and authorize the Superintendent to respond to any reserved action subject to the reserved rights described in Article III. The Board may rely and act upon any response of the

Superintendent to a reserved action without inquiring into the authority of the Superintendent to give such response; provided, however, the Board must first proceed in accordance with Section F with respect to such reserved action.

Section F: PROCEDURE

In the event the Board desires to obtain the Bishop's approval of a reserved action, it shall proceed in the following manner:

1. The Board shall adopt a resolution recommending and directing the submission of the reserved action by the Superintendent to the Bishop.
2. New programs or initiative are generated at the school level after lengthy conversation with St. Ann's Advisory Board. If the Pastor of St. Ann's agrees that the initiative may go forward, it is sent to the Office of Catholic Education. It is the responsibility of St. Ann's to receive Diocesan permission for new programs and initiatives through the Superintendent. In the event that the program being initiated may lead to any liability issues for the diocese, the Offices of Risk Management, Safe Environments, Human Resource, the Diocesan Advisory Board of Education, and the Vicar General need to receive copies of the proposal for review.
3. If all departments are satisfied that the program follows all of the protocols and practices of this diocese as prescribed by the Diocesan Bishop, the Superintendent writes a formal proposal to the Bishop for signature. All changes required by the Bishop are made to the proposed program before any permission is given to St. Ann's to move forward.

Section G: CONFLICT OF POLICIES

In the event the written policies adopted by the Board pursuant to Article II conflict with written policies of the Diocese, the written policies adopted by the Diocese shall govern.

ARTICLE IV: DIRECTORS

Section A: VOTING DIRECTORS: The authorized number of Voting Directors shall be a minimum of nine (9) and as many as fifteen (15), four-fifths (4/5) of the members must be practicing Roman Catholics. It is the Board's goal to have a diverse board with representatives from all areas of the parish.

Section B: EX-OFFICIO NON-VOTING DIRECTORS

The Pastor of St. Ann's (if he so chooses), the Diocesan Superintendent of Catholic Schools, and the Principal of St. Ann's shall serve on the Board as ex-officio Non-Voting Directors for a term which is concurrent with their offices. One member of the St. Ann's faculty, selected by his/her peers, shall serve as an ex-officio, non-voting Director for a term of three (3) years which may be renewed once.

Section C: TERMS OF VOTING DIRECTORS

Except for the Pastor and Superintendent or designee appointed by the Bishop, all non-voting, ex-officio Directors shall be appointed to serve for a term of three (3) years commencing July 1 of the year of appointment and terminating June 30 of the third succeeding year. A Director shall not serve more than two (2) consecutive three (3) year terms.

Section E: NOMINATING COMMITTEE

The Chairperson of the Board shall appoint a nominating committee which shall consist of:

1. At least three (3) Directors (excluding the Ex-Officio Directors), and
2. The Pastor and/or the Superintendent

Section F: APPOINTMENT

The Nominating Committee shall submit nominations to the Superintendent. If the Superintendent approves the recommendations of the nominating committee, the Superintendent shall submit the nominees to the Bishop for approval. If the Bishop approves the nominees, such approval shall constitute appointment of the nominees to the board. If the Bishop does not approve a nominee, the selection process for that position shall begin anew.

Section G: QUALIFICATIONS

The Directors of St. Ann's shall be persons who have demonstrated the following qualifications:

1. Support of St. Ann's Mission and Philosophy Statements;
2. An availability to attend and participate in Board meetings, in-services, and committees;
3. An ability to maintain a high level of integrity and confidentiality;
4. Executive, financial, and leadership qualities normally expected in the area served by St. Ann's;
5. No conflict of interest with St. Ann's whereby the Director would be in the position to grant to him/herself, his/her family, or business any financial gain; and
6. Personal charitable support of St. Ann's and seeking to promote charitable support of St. Ann's from the greater St. Ann's community.

Section H: REMOVAL; VACANCIES

Any Director or Directors may be removed at any time by the Bishop with cause as solely determined by the Bishop. The Board by majority vote excluding the vote of the Director proposed for removal may recommend to the Bishop the removal of any Director. Any voting Director of the Board who is absent from three (3) regular meetings of the Board per school year shall cease to be a Director unless excused by the Chairperson of the Board. A vacancy or vacancies in the Board of Directors shall be deemed to exist in the event of the death, resignation, or removal of any Director.

Section I: FILLING UNEXPIRED TERMS OF DIRECTORS

Any vacancy of an unexpired term of a Director shall be filled by nomination of the Board and confirmation by the Bishop for the period of the unexpired term. The method of selection of the appointee shall be in accordance with Sections E and F of this Article IV.

Section J: RESIGNATION

Any Director may resign effective on giving written notice to the Chairperson of the Board or the Board, unless the notice specifies a later time for that resignation to become effective.

ARTICLE V: OFFICERS OF THE BOARD

Section A: OFFICERS

The officers of the Board shall be the Pastor of St. Ann's, Chairperson of the Board, Vice Chairperson, Principal of St. Ann's, and such other officers as may be appointed in accordance with Section C of this Article V.

Section B: SELECTION OF OFFICERS

The officers of the Board, except the Pastor of St. Ann's, Principal of St. Ann's, and such officers as may be appointed in accordance with the provisions of Section C or Section F of this Article V, shall be annually recommended by the Pastor of St. Ann's for endorsement by the general Board.

Section C: REMOVAL AND RESIGNATION OF OFFICERS

The Chairperson and Vice Chairperson may be removed, either with or without cause, by the Board, at any regular or emergency meeting of the Board. Any officer may resign at any time by giving written notice to the Board. Any resignation shall take effect on the date of receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice.

Section D: VACANCIES IN OFFICES

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in this Constitution for regular appointments to that office.

Section E: CHAIRPERSON OF THE BOARD

The Chairperson of the Board shall, if present, preside at meetings of the Board and exercise and perform such other powers and duties as may from time to time be assigned to him or her by the Board or prescribed by the Constitution. The Chairperson must be a practicing Catholic.

Section F: VICE CHAIRPERSON OF THE BOARD

The Vice Chairperson of the Board, at the request of the Chairperson or in the Chairperson's absence, shall perform the duties and exercise the functions of the Chairperson and when so acting shall have the power of the Chairperson. The Vice Chairperson shall perform such other duties as delegated by the Chairperson.

Section G: PASTOR OF ST. ANN

Appointed by the Bishop, the Pastor shall act as the canonical administrator and spiritual leader of St. Ann's. He shall ensure the continual development of a consistent philosophy of Catholic school education for St. Ann's and fulfill any other responsibilities as determined by the Bishop.

ARTICLE VI:

MEETINGS OF THE BOARD

Section A: QUORUM

A simple majority of the authorized number of voting Directors at a meeting shall constitute a quorum for the transaction of business; provided, however, a majority of Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Every act or decision done or made by a simple majority of the voting Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board.

Section B: REGULAR, ANNUAL, AND EMERGENCY MEETINGS

The Board shall normally conduct regular Board meetings a minimum of six (6) times a year. The regular April meeting of the Board shall be designated the annual meeting for the purpose of election of officers for the succeeding school year. Emergency meetings of the Board shall be held with the approval of the Bishop or Chairperson of the Board, whenever in the opinion of the Bishop, Pastor, Chairperson of the Board, or such an emergency meeting is necessary. Any meeting of the Board, regular or emergency, may be held by conference telephone or similar communication equipment with the approval of the Chairperson of the Board, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at the meeting.

Section C: TIME, PLACE, AND NOTICE

Regular meetings of the Board are normally held six (6) times a year at a designated time and place at St. Ann's. Regular or emergency meetings may be scheduled at a different time or place by resolution of the Board or by request of the Bishop or Chairperson of the Board. If possible, Directors of the Board shall normally be given twenty-four (24) hours notice of emergency meetings of the Board.

Section D: ACTION WITHOUT A MEETING

With the approval of the Chairperson of the Board, any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section E: AGENDA

The agenda of regular Board meetings shall be developed by the Chairperson of the Board and the Principal of St. Ann's and shall be distributed to the Directors at least three (3) days prior to the meeting. All requests to have items placed on the agenda must be submitted in writing to the Principal of St. Ann's no later than one week prior to the regular meeting of the Board. The usual agenda format is marked Exhibit A, attached hereto and incorporated herein by reference.

Section F: NON-MEMBERS OR DELEGATIONS

Non-members and delegations shall not address the Board unless they are included in the meeting's agenda as approved by the Board (See Exhibit A).

Section G: OPEN AND EXECUTIVE SESSIONS OF THE BOARD

All matters of a sensitive or confidential nature regarding the students, parents, school personnel, board members, and the financial matters of St. Ann's shall be discussed in executive session. Only Directors and those individuals invited to speak with the Board shall be present at executive sessions and only the final action taken by the Board in executive session shall be formally recorded.

ARTICLE VII:

COMMITTEES

Section A: COMMITTEES

The Board may, by resolution adopted by a simple majority of the authorized number of voting Directors, designate one or more committees, each consisting of at least two or more Directors, to serve at the pleasure of the Board. All committees of the Board shall be chaired by a Board Director. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent member at any meeting of the committee.

Section B: STANDING COMMITTEES

The Board shall establish standing committees as needed. The Nominating Committee shall not be a standing committee, but shall convene at the call of the Chairperson of the Board or the Board. With respect to the standing committees, the chairperson of each standing committee shall confer with the Chairperson of the Board or the Principal of St. Ann's before each Board meeting regarding agenda items concerning their respective committees, and the chairperson of each committee shall report to the Board on such matters. The standing committees of the Board and the committee's responsibility are:

1. Executive Committee: The Executive Committee will include the Chairperson, Vice Chairperson, Secretary, and Chairperson of the Finance Committee/Audit Committee, Principal of St. Ann's, and Pastor of St. Ann's. The committee may be authorized to act in the name of the full board when authorized by the full board to do so. Specific functions will include: Prepare the agenda for meetings, review the mission statement of St. Ann's and its alignment with the strategic plan of the Board, evaluate the Board's operation, and prepare a draft of the Boards' annual goals which is due at the annual meeting.

2. Planning Committee: This committee will include at large members. All committees will assist in the development of the strategic plan. It will guide the planning process during the development and implementation phases and regularly report to the full Board. This committee also will represent the Board during the accreditation process. The committee will also develop competitive analysis of St. Ann's to public and private schools in the area including market opportunity and market trends, develop recommendations for making St. Ann's competitive with related cost estimates for the strategic plan, and assess where St. Ann's is currently and where it hopes to be in the next 3-5 years and develop a 3-5 year Strategic Plan that will enhance overall viability of St. Ann's.

3. Finance Committee: The Finance Committee will include the Principal of St. Ann's and at large members. Functions of the Committee include: In October, begin the budgeting process for the next fiscal year, develop and monitor St. Ann's budget, develop and coordinate preparation of long-term strategic planning in conjunction with the Planning Committee of the Board, review internal controls and make recommendations for any deficiencies, review financial reporting process and develop recommendations to ensure integrity with regard to St. Ann's financial statements, review the monthly financial statements and make monthly Board presentations, develop financing strategies for the long-term strategic plan, cooperate with Diocesan Finance Department, and oversee activities of outside accountant.

5. Marketing/Public Relations Committee: This committee shall meet as necessary to assist the Principal to promote St. Ann's enrollment and tuition assistance program and to promote and market St. Ann's educational leadership in the community. The Marketing/Public Relations portion of this committee will include at large members. Committee functions include with the approval of the Pastor and in accordance with Diocesan Policy and Procedure: Develop a public relations plan tied to the strategic plan to promote enrollment and effective communication with students, parents, faculty and administration, create and implement a marketing plan to increase and sustain enrollment, support Development and Advancement committee initiatives, and submit plans and actions to the Board for approval.

6. Facilities and Maintenance Committee: The Facilities Committee will include committee members chosen at large. Its functions include: Review policies and procedures regarding accommodations issues, review administrative timelines for accommodations, plan and review long-term capital plan annually, assess facility requirements to ensure the safety of St. Ann's students and faculty and time frame for implementation.

Section C: MEETINGS AND ACTION OF COMMITTEES

The Board may adopt rules for the governance of any committee not inconsistent with the provisions of this Constitution.

ARTICLE VIII: RECORDS AND REPORTS

Section A: MAINTENANCE AND INSPECTION OF CONSTITUTION

The Board shall keep at St. Ann's the original or a copy of this Constitution as approved or as amended by the Bishop to date, which shall be open to inspection to anyone.

Section B: MAINTENANCE AND INSPECTION OF RECORDS

The accounting books and records and minutes of proceedings of the Board and any committee or committees of the Board shall be kept at St. Ann's. The minutes and the accounting books and records shall be kept either in written form or in any other form capable of being converted into written form.

Section C: FINANCIAL STATEMENTS

A copy of each monthly period income statement, and a copy of the annual income statement of St. Ann's shall be kept on file at St. Ann's for such length of time as required by law and the Diocese, and each such statement shall be exhibited at all reasonable times to any Director, the Bishop, or the Superintendent requesting an examination of any such statement or a copy shall be mailed to any such Director, the Bishop, or the Superintendent. A copy of both reports shall be mailed to the Superintendent.

ARTICLE IX. AMENDMENTS BY THE BOARD

This Constitution may be recommended for amendment by a two-thirds (2/3) vote of the Directors present and voting at any regular meeting of the Board, the proposed amendment having been presented in writing at the preceding regular meeting to the Board. Any amendment or repeal of this Constitution shall become effective after being ratified by the Bishop.

ARTICLE X. CONFLICT OF INTEREST

Board members must disclose any existing or potential conflicts of interest and abstain from discussions or other actions in those areas where a conflict exists. The Board minutes should reflect abstention. A conflict of interest would occur if the outcome will grant the person any financial or personal benefit.

ARTICLE XI. CONFIDENTIALITY

All Board members (voting and non-voting) are bound to maintain confidentiality with respect to information obtained in their role as Board members (including verbal presentations, written materials, discussions, and deliberations).

ARTICLE XII. INDEMNIFICATION PERSONAL LIABILITY

Each Member and officer of the Board now or alter serving as such will be 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 Member or officer or by reason of any action alleged to have been taken, omitted or neglected by him or her as Member or officer. The Board will also

reimburse each such person for all legal expenses reasonable incurred by him or her in connection with any such claim or liability. However, no Member or officer will be indemnified against, or be reimbursed for any expense incurred in connection with any claim or liability arising out of his or her own act of willful and/or criminal misconduct or gross negligence. This right of indemnification provided herein will not be exclusive to any other rights that any Member or officer may be entitled to by law.

KNOW ALL BY THESE PRESENCE:

That I, the undersigned, being the Roman Catholic Bishop of Fresno, do hereby certify that the foregoing Constitution and Bylaws are duly ratified as the Constitution & Bylaws for Board of Directors of St. Ann School. I retain the right to review and amend this Constitution.

Signed and Ratified by



Most Rev. Armando X. Ochoa, D.D.
Bishop of the Diocese of Fresno

Dated

EXHIBIT A:

**Agenda Format for Meetings of the
Board of Directors of St. Ann School**

- I. **Call to Order and Opening Prayer**
- II. **Recommended Actions:**
 - A. Routine Matters:
 - 1. Roll Call and Announcement of Quorum
 - 2. Approval of Minutes of Previous Meeting
 - 3. Approval of Agenda
 - 4. Other
 - B. Old Business
 - C. New Business
- III. **Information and Proposals for Discussion:**
 - A. Board In-service
 - B. Committee Reports (Standing and *ad hoc*)
 - C. Staff Reports (President and Principal)
 - D. Other Communications
- IV. **Future Business:**
 - A. Topics
 - B. Meeting Dates
- V. **Executive Session (if necessary)**
- VI. **Adjournment**