

# St. Edmond Catholic School



## **St. Edmond Catholic School By-Laws**

### **Mission Statement**

St. Edmond is a diocesan preschool-12<sup>th</sup> grade Catholic School that welcomes all who seek a Christ-centered education. With excellence as our goal, discipline our guide, and caring our gift, we take pride in providing our students with an environment “where values and academics meet”.

# **BYLAWS OF ST. EDMOND CATHOLIC SCHOOL, INC**

(an Iowa Non-Profit Corporation)

(hereinafter referred to as "Corporation")

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## **ARTICLE I**

### **DUTIES AND RESPONSIBILITIES OF THE CORPORATION**

To operate the Catholic School in Fort Dodge, Iowa and to promote Catholic education for the people of Fort Dodge and the Surrounding communities.

## **ARTICLE II**

### **PRINCIPAL OFFICE**

The principal office of the Corporation is at the location identified in the most recent annual report filed by the Corporation with the Iowa Secretary of State or such other location as may be designated by the Board of Directors.

## **ARTICLE III**

### **BOARD MEETINGS**

**Section 3.1 Regular Meetings.** Regular meetings of the Board shall be held at such time and place as may be determined by resolution of the Board, except that the Board shall meet no less than 10 times each year. Notice of time, place, and the agenda shall be emailed to each board member before the meeting.

**Section 3.2 Special Meetings.** Special meetings may be called by the Chairperson of the Board, or in his/her absence, by the Vice-Chairperson, or by three (3) or more Board members requesting the Secretary to call such meeting. The Secretary shall there upon call such meeting.

**Section 3.3 Notice of Meetings.** Notice of the scheduling of regular meetings and of any special meeting shall be given at least three days prior to such meeting. The notice shall set forth the time, date, place and agenda of the meeting. Such notice may be by mail, email, phone or personal delivery. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, properly addressed as appears on the records of the Corporation, with postage prepaid. Any Board member may waive notice of a meeting. The attendance of a Board member at a meeting shall constitute waiver of notice of such meeting, except where a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any business may be transacted at any Board meeting, of which notice has been given, and at any meeting at which all Board members are present, whether or not notice or waiver thereof has been given.

**Section 3.4 Voting: Quorum.** A majority of the Board members in office shall constitute a quorum for the transaction of business. Each Board member present shall be entitled to one (1) vote. Voting by proxy shall not be permitted.

When a meeting is adjourned to another place, date or time, notice need not be given of the adjourned meeting if the place, date and time thereof are announced at the meeting at which the adjournment is taken; provided, however, that if the date of any adjourned meeting is more than one hundred twenty (120) days after the date for which the meeting was originally noticed, or if a new record date is fixed for the adjourned meeting, notice of the place, date and time of the adjourned meeting shall be given in conformity here with. At any adjourned meeting, any business may be transacted which might have been transacted at the original meeting.

**Section 3.5 Conduct of Business.** The Chairperson of any meeting shall determine the order of business and procedure at the meeting, including such regulation of the manner of voting and the conduct of business as seem to him to be in order. A written record of all acts of the Board, maintained by the Secretary, shall be preserved and available to any Board member

**Section 3.6 Action Without Meeting.** Any action required or permitted by law to be taken at any meeting of the School Board may be taken without a meeting if the action is taken by all members of the School Board and if one or more consents in writing setting forth the action so taken shall be signed by all of the Board members then in office and included in the minutes.



# ARTICLE IV

## ARTICLE IV

### BOARD OF DIRECTORS

**Section 4.1 Number of Board Members.** The Board of Directors, which may also be referred to as the School Board or the Board of Education, shall consist of a minimum of 10 members and maximum of 15 members. The Board shall consist of the Ordinary of the Diocese of Sioux City and the Vicar General of the Diocese of Sioux City, both of whom shall be ex-officio members. In addition, the Board shall consist of all pastors of Holy Trinity Parish, 1 representative of the Holy Trinity Parish Council, and an additional number of at-large members from Holy Trinity Parish that are necessary to bring the total board membership up to a minimum of 10 members and maximum of 15 members. Up to 2 at-large members *may* include persons of other faiths, or members of other Catholic parishes, who are involved with the School System.

**Section 4.2 Eligibility.** To be eligible for Board membership, a candidate must be at least 21 years of age and a current registered member of the Holy Trinity Parish, with the exception that up to 2 at-large members may be of another faith or a member of another Catholic parish.

**Section 4.3 Selection Process.** The Board will appoint a nominating committee Chair in March of each year. The Nominating Committee shall be the Executive Committee and at least one priest or pastor from Holy Trinity Parish. The Nominating Committee shall solicit new Board members in March of each year. The Nominating Committee shall also place a notice in the Holy Trinity Parish bulletin for distribution at all existing worship sites for any interested individual to contact the Chairperson of the School System to obtain an application form. The Nominating Committee shall review the applicants based on their area of expertise and the needs of the School Board. The Nominating Committee shall attempt to select Board candidates with the then necessary and appropriate characteristics. The necessary and appropriate characteristics and background experience to be considered by the Nominating Committee for potential board members may include but are not limited to the following: business and finance; education; building and grounds; children in the Catholic School System; passion and public advocacy for Catholic education; willingness to serve a three-year term and potentially up to two three-year terms; marketing; active and participating member of Holy Trinity Parish; and other areas of expertise or experience deemed appropriate by the then Nominating Committee. All applicants will be interviewed by the Nominating Committee and after appropriate interviews and discussion by the Nominating Committee, the Nominating Committee shall select those candidates it deems appropriate to serve on the Board and shall present said slate of candidates to the Board at the May meeting for Board approval.

**Section 4.4 Term.** Each lay member elected or appointed shall serve for an initial term of three years. Board members may serve a total of two consecutive terms (6 years) without the necessity of additional board action. If the Board member so desires, and if the Board determines it is in the best interest of the School, additional terms may be served if approved by the Board by election or appointment.

**Section 4.5 Qualifications and General Powers** The business and affairs of the Corporation shall be managed by the School Board. The School Board may authorize any officer or officers, agent or agents, to enter into any contract or to execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 4.6 Quorum and Manner of Acting.** A majority of the number of directors then holding office shall constitute a quorum for the transaction of business; but if at any meeting of the Board there be less than a quorum present, a majority of the Board members present may adjourn the meeting from time to time until a quorum shall be present. Notice of any adjourned meeting need not be given. At all meetings of the School Board, a quorum being present, the act of the majority of the Board members present at the meeting shall be the act of the School Board.

**Section 4.7 Resignation.** Any Board member of the Corporation may resign at any time by giving written notice to the Board Officers, its Chairperson, or the Corporation. The resignation of any director shall take effect upon delivery of notice thereof or at such later date as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 4.8 Vacancies.** Vacancies in the School Board occurring by death, resignation, creation of new directorships, or otherwise, shall, according to the laws of the state for filling vacancies, be filled until the next August meeting of the School Board by affirmative vote of the remaining School Board members then in office, though less than a quorum is present at any regular meeting of the Board called for that purpose.

Any Board member who is absent from three entire Board meetings during the course of their term or two entire Board meetings within one year without explanatory correspondence with the Chairperson of the Board shall be considered to have resigned and, upon approval by a majority vote of the members present and voting at any regular meeting of the Board, shall be notified to this effect.

**Section 4.9 Removal.** Any Board member may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby, with any such vacancy to be filled as provided in these bylaws.

**Section 4.10 Committees.** The Chairperson of the St. Edmond Catholic School, with advise and counsel of the other officers, shall appoint all committees, except as otherwise provided in these bylaws, subject to confirmation and approval by the School Board and the Ordinary of the Diocese. The Board shall authorize and define the powers and duties of all standing committees or special committees, except those whose functions



which are set forth in those bylaws. Committee appointments shall in no event exceed the term of the appointing Chairperson.

The officers of the Corporation shall constitute the executive committee, which shall act for the School Board between meetings, or otherwise as directed by the Board. Actions of the executive committee shall be reported to the Board as soon as possible following such actions.

No committee shall act or publicize any formal action or resolution or in any way commit the Corporation or a question of policy, without first receiving approval of the School Board. No Committee of this Corporation shall contract any debt or obligation on behalf of the Corporation, which in any manner shall render the Corporation liable for the payment thereof, without Board approval.

**Section 4.11 Non-Voting Members.** The President and Principal of the St. Edmond Catholic School shall be non-voting members of the Board.

**Section 4.12 Meetings – Order of Business.** In general, the following order shall be followed:

1. Opening Prayer
2. Opening Statement to be read by the Chairperson of the Board:

“We welcome non-board members to this meeting. Our primary purpose is to share responsibility for Catholic education as the local policy making body for the St. Edmond Catholic School. We function according to an agenda which is available at the St. Edmond front office.

You may make comments to the Board immediately prior to adjournment, not to exceed five minutes per issue. Board members may, but are not obligated to respond and/or act upon any issue or comment brought before the Board at a meeting. In addition, the Board may refer the issue or comment to a future agenda and Board meeting if deemed appropriate. The Board appreciates your attendance and interest in the St. Edmond Catholic School.”

3. The mission statement is then read by the Chairperson.
4. Approval of minutes
5. Administrative, Marketing, Development, Business Manager and Athletic Director Reports.
6. Parish Representative Reports
7. Committee Reports
8. Old Business

9. New Business

10. Comments from Audience

11. Adjournment

**Section 4.13 Committees.** The Board may, by resolution, provide for such committees, as it deems advisable, and may discontinue the same at its pleasure. Each Committee shall have such powers and shall perform such duties as may be assigned to it by the Board and shall be appointed (and vacancies filled) in the manner determined by the Board. In the absence of other directives, the Chairperson shall appoint all members.

**Section 4.14 Philosophy and Objectives.** A current Parent/Student/Faculty handbook shall be provided in which is stated the philosophy and objectives of the St. Edmond Catholic School as well as academic procedures, rules, and regulations plus any other information pertinent to the consistent and orderly functioning of the educational centers.

**Section 4.15 Community Relationships.** The Board reserves the right of final approval over all relationships of the school or any part of the school to official or unofficial agencies of the community, city, state or union.

**Section 4.16 Parent-Teacher Groups, Athletic Groups, Student Clubs, Music Groups, and Allied Groups.** The Board reserves to itself the right of final approval over Charters, Constitutions and fund raising activities of all Parent-Teacher groups and other organizations of parents or other interested parties organized for school purposes. The Board will be advised by the recommendations of the Development Board with regard to fundraising activities.

**Section 4.17 Fees and Tuition.** The Board shall approve student tuition as well as additional tuition for students from nonparticipating parishes and students not affiliated with any parish in keeping with the economy and financial needs of the school system.

**Section 4.18 Policies, New, Changes, and Review.** For the Board to adopt a new policy, change a policy, or review a policy, the policy needs to be approved at two consecutive meetings to become a Board policy.

# ARTICLE V

## OFFICERS

**Section 5.1 Generally.** The officers of the Corporation shall be a Chairperson, a Vice Chairperson, a Secretary, and other such officers as may from time to time be appointed by the Board. One person may hold the offices and perform the duties of two or more of said offices. In its discretion, the Board may delegate the powers or duties of any officer to any other officer or agents, notwithstanding any provision of these bylaws, and the Board may leave unfilled for any such period as it may fix, any office except those of Chairperson and Secretary. The officers of the Corporation shall be elected annually by the Board. The Chairperson, Vice Chairperson, and Secretary shall be elected by the Board for a term of one fiscal year, or until their successors are elected. Terms of office begin with the June meeting. A vacancy among the officers shall be filled by the Board. In the event of a permanent vacancy in the office of the Chairperson the vice-Chairperson shall succeed.

**Section 5.2 Removal.** Any officer may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby, with any such vacancy to be filled as provided in these bylaws.

**Section 5.3 Powers and duties of the Chairperson of the Board** The Chairperson shall be the chief executive officer of the Corporation Board. Subject to the provisions of these bylaws and to the direction of the Board, he or she shall have the responsibility for the general management and control of the business and affairs of the Board of the Corporation and shall perform all duties and have all powers which are commonly incident to the office of chief executive of the Board which are delegated to him or her by the Board.

**Section 5.4 Powers and duties of the Vice-Chairperson.** In the absence of the Chairperson or in the event of the death, inability or refusal to act of the Chairperson, the Vice Chairperson shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and subject to all the restrictions upon the Chairperson.

**Section 5.5 Powers and Duties of the Secretary.** The Secretary will be elected by the Board. The secretary shall (a) keep the minutes of the Board (a recording secretary may be engaged to take and prepare the minutes); (b) authenticate the records of the Corporation and attend to giving and serving all notices of the Corporation as provided by these bylaws or as required by law; (c) be custodian of the corporate seal (if any), records and papers as the Board may direct, and see that the corporate seal (if any) is affixed to all documents, the execution of which on behalf of the Corporation under its seal (if any) is duly authorized; and (d) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Chairperson or the Board.



**Section 5.6 Powers and duties of the Business Manager.** The Business Manager is not an elected official nor is that person a member of the Board. The Business Manager will attend each Board meeting and make a Financial Report.

The Business Manager shall: (a) have custody of and be responsible for all monies and securities of the Corporation, shall keep full and accurate records and accounts in books belonging to the Corporation, showing the transactions of the Corporation, its accounts, liabilities and financial condition and shall see that expenditures are duly authorized and are evidenced by proper receipts and vouchers; (b) deposit in the name of the Corporation in such depository or depositories as are approved by the Board or the Development Board, all monies that may come into the Business Manager's hands for the Corporation's account; (c) render an account of the financial condition of the Corporation at least annually; (d) meet monthly with the Board Finance Committee to review finances, and (d) in general, perform such duties as may from time to time be assigned to the Business Manager by the Chairperson or the Board.

## ARTICLE VI

### FINANCE

**Section 6.1 Funds** The Corporation shall be authorized to receive grants from governmental agencies or otherwise, and capital contributions from whatever source, subject to approval by the Development Board.

**Section 6.2 Budget.** The Board Finance Committee shall prepare an annual budget that is approved by the Board. The budget will forecast probable revenues and expenses for the next fiscal year. The Business Manager will be responsible to provide a financial report to the Board at each of their monthly meetings and shall report any significant variances from the approved budget.

**Section 6.3 Disbursements.** All disbursements shall be by check, wire transfer, or via Automated Clearing House (ACH) standards. Each disbursement will have documented approval and subject to the following:

- (a) The Business Manager is authorized to sign all checks up to a limit of \$4,999.99.
- (b) For amounts of \$5,000.00 or greater, each check must be signed by two of the following: Business Manager, Presiding Pastor of Holy Trinity Parish, Chairperson of St. Edmond Catholic School Board.
- (c) Each disbursement of \$1,000.00 will be reviewed by the Finance Committee to the Board at the next regularly scheduled meeting.

An exception to this section is the automatic deposit of payroll to an employee's account.

**Section 6.4 Annual Audit.** The accounts of the Corporation may but need not be audited by a certified public accountant. The Board shall determine the extent and scope of any audit, and the firm or persons to perform the same.

## **ARTICLE VII**

### **BOARD OF EDUCATION**

**Section 7.1 Duties and Functions of the Board of Education.** The following will be the exclusive responsibilities of the Board of Education:

- a. Establish school policy and regulations for St. Edmond Catholic School in Fort Dodge, Iowa.
- b. Foster the highest possible standard of religious and academic education for its students.
- c. Coordinate educational activities in conjunction with and consistent with the policies of the Diocesan Office of Education in addition to the guidelines as set forth by the Department of Public Instruction for quality education
- d. Represent the concerned parishes in matters of education with public and non-public school authorities and agencies.
- e. Promote better understanding and support for Catholic education in the Fort Dodge Community.
- f. Establish and implement the policies under which the consolidated educational program shall function. This shall include, but is not limited to, the following:
  - (1) Determine policies relating to the planning, operating and maintaining the facilities and equipment.
  - (2) Establish admission policies for all educational programs.
  - (3) The Board shall supervise the correlation of school activities with parish activities and/or needs.
  - (4) The Board shall have the authority to establish policies for all activities pertaining to academic, extra-curricular, educational and athletic programs.
  - (5) The Board shall be responsible for the review and adoption of an annual budget, which shall include all items pertinent to academic and extra-curricular activities.

- (6) Annually the Board shall be a part of the School improvement plan for improving the academic program.
- (7) The Board shall concern itself with the fiscal policy of the St. Edmond Catholic School, including but not limited to the determining of salary scales, retirement policies, hiring and dismissal policies, as well as any other fiscal matter relating to the St. Edmond Catholic School education.
- (8) The Board shall annually evaluate the President of the St. Edmond Catholic School and review this evaluation in person with the President.
- (9) The Board will operate as the Board of Directors for the St. Edmond Catholic School, Inc.

## ARTICLE VIII

### MICELLANEOUS PROVISIONS

**Section 8.1 Facsimile Signatures.** In addition to the provisions for use of facsimile signatures elsewhere specifically authorized in these bylaws, facsimile signatures of any officer or officers of the Corporation may be used whenever and as authorized by the Board or a committee thereof.

**Section 8.2 Fiscal Year.** The fiscal year of the Corporation shall be from July 1<sup>st</sup> to June 30<sup>th</sup>.

## ARTICLE IX

### AMMENDMENTS TO THE BYLAWS

These Bylaws may be amended in any respect, by a majority vote of the Board present at a meeting at which a quorum is present, at any regular or special meeting of the Board, provided that a copy of the proposed amendment has been mailed to each member of the Board at least 10 days prior to final action by the Board. Amendments to the proposed amendments may be entertained and acted upon at any such meeting. Changes in the amendments will require two votes to approve the changes. The first vote will have to be approved at the following meeting to have the change approved.



ADOPTED on this \_\_\_\_\_ day of \_\_\_\_\_, 2018

**ST. EDMOND CATHOLIC SCHOOL, INC.**

By: \_\_\_\_\_  
Bishop of Sioux City

By: \_\_\_\_\_  
Chairperson, Board of Education

By: \_\_\_\_\_  
President, St. Edmond Catholic School

ATTEST: \_\_\_\_\_  
Secretary, Board of Education