

**Diocese of Grand Rapids
Grand Rapids, MI**

**Divine Providence Academy
St. Catherine (Ravenna), St. Joseph (Wright), St. Michael (Coopersville)**

BYLAWS – BOARD OF DIRECTORS

PREAMBLE

Divine Providence Academy is operated with the support of their parishes. The Divine Providence Academy has been established by the Bishop of the Diocese of Grand Rapids as a separate public juridic person and is established to carry out the teaching ministry of the Catholic Church. As such, the religious and educational work shall at all times be in accordance with the teachings and laws of the Roman Catholic Church and the Diocese of Grand Rapids.

At this time, it is the intention of the Bishop of Grand Rapids and the Canonical Administrator, with the Diocesan Superintendent of Schools to establish a Board of Directors* to operate as a Board of Limited Jurisdiction to assist in the governance of Divine Providence Academy. This Board of Directors is established consistent with the policies, procedures, guidelines, regulations, and Best Practices promulgated by the Diocesan Office of Catholic Schools.

INTRODUCTION AND RATIONALE

This Board of Directors shall have as its primary concern the ministry of Catholic elementary school education: the spiritual, intellectual, physical, emotional and social development of the students. The Board, operating in conformity with the policies of the Diocese of Grand Rapids, under the guidance of the Superintendent of Schools and the Canonical Administrator, shall concern itself with local school planning and policy issues pertaining to the general excellence of Catholic education at Divine Providence Academy.

Working in close collaboration with its administrative officer, the Director, and hearing its many publics, the Board of Directors shall formulate local school policies that will enable the school to reach its agreed upon goals. These goals will be related, but not limited, to the overall goals established by the Diocese of Grand Rapids and the Diocese of Grand Rapids School Board.

ARTICLE I – NAME

The name of this body shall be Divine Providence Academy Board of Directors, herein after referred to as the Board or Directors.

** The Board of Directors shall operate as defined for a Board of Limited Jurisdiction in A PRIMER ON EDUCATIONAL GOVERNANCE IN THE CATHOLIC CHURCH (NCEA, 1987, 2nd Edition 2009).*

ARTICLE II – PURPOSE AND FUNCTION

Section 2.1 – Establishment

The Board is established by the Canonical Administrator as a Board of Limited Jurisdiction as defined for a Board of Limited Jurisdiction in *A PRIMER ON EDUCATIONAL GOVERNANCE IN THE CATHOLIC CHURCH* (J. Steven O'Brien, Ed., Washington, D.C., NCEA, 1987, 2nd Edition 2009).

Section 2.2 – Purpose

Subject to the reserved powers enumerated below, the Board shall be responsible to the Canonical Administrator for:

1. Strategic planning.
2. Formulation of local school policies, other than those held in reserved powers, to guide planning and administration in the areas of:
 - a. Academic affairs;
 - b. Student affairs;
 - c. Faith community affairs;
 - d. Business affairs;
 - e. Development affairs.

All policies must be consistent with and not contradict Diocesan policies.
3. Evaluation:
 - a. Of Director (CEO) according to the process established by the Superintendent of Schools;
 - b. Of effectiveness of local school policies and plans;
 - c. Of effectiveness of Board operations;
 - d. Of mission effectiveness.
4. Oversight of financial operations.
5. Oversight of and participation in institutional advancement/development programs designed to attract human and financial resources.
6. Mission effectiveness.

Section 2.3 – Reserved Powers

The Canonical Administrator for Divine Providence Academy, as the representative of the Bishop of Grand Rapids, in conjunction with the Superintendent of Schools, reserves to him/herself the following powers:

	<u>CA</u>	<u>SS</u>	<u>Bishop/ CFO</u>
1. Approval of the philosophy and mission statements for the school.	*	*	*
2. Establishment of the Board of Directors as a Board of Limited Jurisdiction.	*		*
3. Appointment of Directors.	*	*	
4. Approval of the bylaws for the Board of Directors.	*	*	*
5. Approval for all capital improvements, additions, structural changes.	*		*
6. Approval for all borrowings.	*		*
7. Approval and ratification of annual operating budgets.	*	*	*
8. Appointment of legal counsel and approval to initiate or defend litigation.	*	*	*
9. Approval of auditing counsel (when applicable).	*	*	*
10. Oversight to ensure no alienation of Church property.	*	*	*
11. Appointment, evaluation, renewal, or termination of the Director/CEO, in consideration of the Board’s recommendation according to the process established by the Superintendent of Schools.	*	*	

Note: #3 Directors are appointed by the Pastor/CA in accordance with the criteria provided in bylaws as approved by the Superintendent of Schools.

Note: The Bishop of the Diocese of Grand Rapids (Bishop) specifically reserves powers listed in Items #5, 6, 7, 8, 9, and 10 above to himself pursuant to existing Diocesan policy and procedures. The Superintendent of Schools, Diocesan Finance Officer, and General Counsel for the Diocese may be involved in carrying out these reserved powers.

ARTICLE III – RELATIONSHIP WITH OTHER GROUPS

Section 3.1 – Diocese of Grand Rapids

Regular information from the Diocese of Grand Rapids concerning Diocesan policies impacting Catholic elementary education shall be provided by the Director as inservice to the Board. The Director shall implement Diocesan policies formulated by the Diocese of Grand Rapids School Board, approved by the Bishop, and promulgated by the Superintendent of Schools.

Section 3.2 – Canonical Administrator

A Canonical Administrator is appointed by the Bishop with duties and responsibilities as set forth in the Canonical Administrator’s job description (attached). The Canonical Administrator is the administrative and spiritual leader of Divine Providence Academy. The Board shall work in close collaboration with the Canonical Administrator, respecting the reserved powers held by the Canonical Administrator on behalf of the Bishop and the participating pastors.

Section 3.3 – Parish Pastoral Council

The pastoral Council is one of the primary means by which laity participate in ministry of service to the parish, in which responsibility can be shared, and in which pastoral activity can be fostered. In order that a structure be operative in parishes for this to take place, the Bishop, after having consulted with his Presbyteral Council, can require that such councils be established in parishes of the diocese (canon 536). While the universal law of the church does not require pastoral councils, the church of Grand Rapids considers such councils to be a necessary and important part of each parish and their institution is mandated. The pastoral Council is a consultative body to the Pastor (canon 536, n. 2.). The board may consult with the Pastoral Council at the Pastor's discretion on matters of important pastoral and spiritual concerns.

Section 3.4 – Parish Finance Council

Universal church law requires that each parish have a Finance Council which acts according to the general and diocesan norms (canon 537). A Finance Council helps ensure accountability for and responsibility with the contributions of the community and provides trust and credibility with the parishioners and society. The Finance Council is a consultative body to the Pastor. The board should consult with the Finance Council at the Pastor's discretion in business and financial affairs.

Section 3.5 – Parent Organization (HSA)

An officer of the parent organization, or a designated representative appointed by the Director, shall serve as an ex officio member of the Board. The relationship between the Board and the parent organization shall be characterized by a common vision, clarity of responsibilities, good communication and collaboration.

Section 3.6 – Faculty

The relationship between the Board and the faculty shall be characterized by mutual support, good communication and cooperation. The Director represents the faculty to the Board. From time to time, teachers and/or administrative team members may be invited to share information with the Board on matters concerning the school. The Board shall have no role in hiring, evaluating, terminating or renewing teachers.

ARTICLE IV – MEMBERSHIP

Section 4.1 – Membership Defined

The Board shall consist of a minimum of nine (9), but not more than twenty-one (21) Directors nominated by the Director and respective Pastors and appointed by the Canonical Administrator with categorical membership as follows:

- I. Parents (no more than 40% of membership)
- II. Alumni/parents of alums
- III. Leaders within the civic, business, and professional communities
- IV. Parishioners of the sponsoring parishes

Note: 90% of Board members shall be practicing Catholics in good standing with the Church.

Section 4.2 – Ex Officio Member

An officer or a designee of the parent organization shall serve as an ex officio member of the Board with full voting rights. An alumni association, booster organization, or other approved organization may also appoint an ex officio member to the Board without voting rights upon formal approval by the Board and ratification by the Pastor. In addition, the Director shall serve as a non-voting, ex officio member of the Board. The Director shall act as administrative officer to the Board.

Section 4.3 – Nominations

The Board shall establish an internal policy with regard to nominations. However, Director candidates shall be nominated by the Director and the respective Pastors based upon categorical membership (see Section 4.1) and appointed by the Canonical Administrator. The Committee on Directors, consisting of the administrative officer and three Directors appointed by the chairperson of the Board, may also seek out and prepare a slate of prospective nominees. All nominees must meet the following criteria:

- a. Interest in and commitment to Catholic education in general, and a specific commitment to the mission and philosophy of Divine Providence Academy.
- b. Availability to attend meetings and periodic in-service programs and to participate in committee work.
- c. Ability to maintain high levels of integrity and confidentiality.
- d. Ability to deal with situations as they relate to the good of Divine Providence Academy.
- e. Capacity to give witness to Christian and moral values within the school community.
- f. Willingness to participate in and provide leadership for resource development programs for the school. It is the expectation that all Directors will financially support the school to the best of their ability, consistent with the Board's goal as presented in the annual development plan.

Section 4.4 – Exclusions

Employees of the school or sponsoring parishes, and their immediate family, other than those who serve in ex officio positions, may not sit on the Board. The term *immediate family* shall be defined as spouse, child, parent, brother, sister or in-laws.

Section 4.5 – Appointments and Terms

Each Director, other than a Director who serves ex officio, shall be appointed by the Canonical Administrator for a three-year term. Each ex officio Director shall serve only during the time he or she serves in the designated position for which they were appointed to the Board.

In order to provide for staggered terms, the initial Directors shall be divided into three groups of as nearly equal membership as possible with the term for one group of Directors expiring each year during a three-year period. Directors may be reappointed provided, however, that no Director shall serve more than two terms consecutively regardless of whether any such term shall be less than three years. Directors shall be eligible for reappointment after having not served on the Board for one year.

Section 4.6 – Resignation and Removal of Directors

Any Director may resign at any time by giving written notice to the chairperson of the Board. Such resignation shall take effect at the time specified therein.

A Director may be removed by the Canonical Administrator if it is deemed by the Canonical Administrator that removal is in the best interest of the school.

Section 4.7 – Vacancy

Any vacancy on the Board may be filled by the Canonical Administrator upon recommendation of the Board chairperson and Director for the unexpired portion of the term in the same manner as provided for in the original appointment.

Section 4.8 – Attendance

Any Director who shall be absent from three (3) Board meetings in a year shall be deemed to have resigned as a Board member unless reinstated with written approval of the Canonical Administrator.

ARTICLE V – OFFICERS

Section 5.1 – Titles/Positions

The officers of the Board shall be the chairperson, vice-chairperson, and secretary. They shall be elected annually by the Board membership, subject to ratification by the Canonical Administrator.

Section 5.2 – Election of Officers

The election of officers shall take place at the annual meeting in June.

Section 5.3 – Executive Committee

The Executive Committee shall consist of the Director serving as administrative officer and the chairperson, vice-chairperson and secretary.

Section 5.4 – Duties

The duties of the officers shall be:

- a. Chairperson – The chairperson shall preside at all regular and special meetings of the Board. The chairperson shall also preside at Executive Committee meetings at which the Board agenda and packet is prepared. The chairperson, with Board approval, shall have authority to assign additional duties and responsibilities to individual Directors.

No individual shall be eligible to serve as chairperson of the Board without having completed two years of service on the Board. The chairperson of the Board shall be required to be a practicing Catholic.

- b. Vice-Chairperson – In the absence of the chairperson, the vice-chairperson shall perform all duties of the chairperson. The vice-chairperson shall also be a member of the Executive Committee.
- c. Secretary – The secretary shall be responsible for keeping accurate minutes; for keeping a record of the appointment of all committees of the Board; and for all correspondence. Any of the duties of the secretary may be performed by an assistant secretary who shall be responsible to and report to the secretary. The secretary shall also be responsible for keeping a permanent record of attendance, terms and committee assignments and all reports and documents related to Board activities.

The secretary, in cooperation with the Director acting as administrative officer to the Board, shall ensure the timely distribution of Board member packets in advance of Board meetings.

- d. Administrative Officer – The Director shall serve as administrative officer to the Board. The Director may also call meetings of the Executive Committee and shall be responsible for bringing information to the Board, including Diocesan policies, procedures, regulations, Best Practices and plans.

Section 5.5 – Term

The term of office for Board officers shall begin with their election in June and end with the election of their successor the following year. No individual may serve more than two (2) consecutive terms as chairperson.

ARTICLE VI – MEETINGS

Section 6.1 – Regular Meetings

Regular meetings of the Board shall be held bimonthly, at least six (6) times per year. It is assumed that the standing committees of the Board will meet in the alternating months. Regular meetings of the Board shall be held in the school or parish facilities.

Section 6.2 – Special Meetings

Special meetings may be called by the Superintendent of Schools, the Canonical Administrator, the chairperson, the Director or by written request of one third (1/3) of Directors. Written notice must be provided at least five (5) days prior to special meetings.

Section 6.3 – Annual Meeting

The annual meeting shall be held in June of each year.

Section 6.4 – Meeting Protocol

All regular meetings of the Board shall be open to all interested parties, and notice of all regular meetings shall be posted and publicized in school memos and newsletters.

If any person, other than a Board member, wishes to present a matter to the School Board, that person must obtain the approval of the Chair and Executive Committee at least ten days prior to the meeting in order to place the matter on the agenda. The request for inclusion of a matter on the agenda must be submitted in writing and be accompanied by an explanation of the item.

The Board shall establish an internal Board policy dealing with “closed meetings” or executive sessions.

Section 6.5 – Executive Session

All meetings of the Board, both regular and special, shall be open to the public unless the Board Chair or the Board by majority vote deems it necessary for the Board to go into Executive Session for discussion and deliberation. Confidential personnel matters, grievances, and security measures are to be addressed in Executive Session. Executive Sessions are closed to the public. All votes following an executive session shall be taken in open session.

ARTICLE VII – RULES OF ORDER

Section 7.1 – Consensus

As much as possible, the Board shall reach consensus on all actions. Consensus is defined as the willingness of all attending members to support a decision being made. If consensus cannot be reached, the Board will utilize parliamentary procedures.

Section 7.2 – Parliamentary Rules

Where necessary, parliamentary rules may be employed using Robert’s Rules of Order (latest copyright) as a guide. The chairperson shall appoint a parliamentarian when appropriate.

Section 7.3 – Policy Issues

Decisions which establish policy or deal with other major issues cannot be made at the meeting at which they are introduced. The formulation of policy occurs after additional consultation and clarification. At that time, the Board begins its decision-making process.

Section 7.4 – Quorum

A simple majority of the voting members of the Board shall constitute a quorum for each meeting.

ARTICLE VIII - COMMITTEES

Section 8.1 – Standing Committees

The standing committees of the Board shall be:

1. Executive Committee;
2. Mission Effectiveness Committee;
3. Policy and Planning Committee;
4. Buildings and Grounds Committee;
5. Finance Committee;
6. Committee on Directors;
7. Development Committee;
8. Marketing Committee;
9. Communication Committee;
10. Advisory Committee St. Catherine School Site;
11. Advisory Committee St. Michael School Site;
12. Advisory Committee St. Joseph School Site.

Section 8.2 – Committee Charges

Specific committee charges shall be adopted each year by the Board at its annual meeting. Members of standing committees shall be appointed by the chairperson of the Board. Committee chairpersons must be members of the Board, although committee members may be drawn from outside of the Board membership. The chairperson of the Board and the administrative officer of the Board shall be ex officio members of all standing committees.

Section 8.3 – Special or Ad Hoc Committees

Special or ad hoc committees shall be established by action and approval of the Board.

ARTICLE IX – COMPENSATION

Directors shall not receive compensation for their services. However, bona fide expenses may be reimbursed.

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ARTICLE X – CONFLICT/DUALITY OF INTEREST

Any Director having an interest in a contract or other transaction (including academic and/or student affairs) coming before the Board or a committee of the Board shall give prompt, full and frank disclosure of said interest to the Board chair prior to the Board acting on such contract or transaction. Upon such disclosure, the Director’s interest shall be presented to the full Board. The Board shall determine, without participation by the interested member, at such time as disclosure is made to that body, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If the Board determines that such a conflict is deemed to exist, such Director shall not vote on, or use personal influences on, or participate in the discussions or deliberations with respect to such contract or transactions.

For purposes of this section, a person shall be deemed to have an interest in a contract or other transaction if he or she is a party (or one of the parties) contracting or dealing with the school, or is a director, partner, officer, or spouse of a director, partner, officer, or has a significant financial or influential interest in, the entity contracting or dealing with the school.

ARTICLE XI – INDEMNIFICATION

The Diocese of Grand Rapids shall indemnify all Directors for any alleged act of negligence or omission resulting in damage or injury if the volunteer was acting in good faith and within the scope of his or her authority; the volunteer’s conduct did not amount to gross negligence or willful and wanton misconduct; the volunteer’s conduct was not an intentional tort; the volunteer’s conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed.

ARTICLE XII – AMENDMENTS

These bylaws may be amended only following a two-thirds (2/3) majority vote of the Board and written approval by the Diocesan Superintendent of Schools and written ratification by the Canonical Administrator. Directors must receive written notice about amendments one month before the vote to amend.

Approved by:

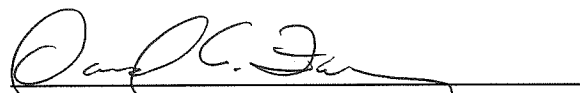


Superintendent of Schools

5/6/15

Date

Ratified by:



Canonical Administrator

5/6/15

Date