

DIOCESE OF OAKLAND
DEPARTMENT OF CATHOLIC SCHOOLS
ST. THERESA OF THE INFANT JESUS PARISH
ST. THERESA SCHOOL BOARD

BYLAWS

PREAMBLE

St. Theresa School is owned and operated by St. Theresa of the Infant Child Jesus Parish (“St. Theresa Parish”), Oakland, California, a Roman Catholic parish of the Diocese of Oakland. The school is established to carry out the teaching ministry of the Catholic Church. As such, the religious and educational work shall at all times continue to be in accordance with the teachings and laws of the Roman Catholic Church and the Diocese of Oakland.

At this time, it is the intention of the Pastor of St. Theresa Parish to establish a School Board, as a “Consultative Board” as defined in A PRIMER ON EDUCATIONAL GOVERNANCE IN THE CATHOLIC CHURCH, to assist him and his appointed principal in the governance of St. Theresa School School.

INTRODUCTION AND RATIONALE

This School Board shall have as its primary concern the ministry of Catholic school education: the spiritual, intellectual, physical, emotional and social development of the students. The School Board, operating under the guidance of the Department of Catholic Schools and Superintendent of Schools, and in conformity with the policies of the Diocese of Oakland and consistent with the policies and plans of the Diocesan School Board, shall concern itself with policy matters pertaining to the general excellence of Catholic education at St. Theresa School.

Working in close collaboration with its administrative officer, the Principal, and hearing its many publics, this School Board shall provide advice and counsel with regard to the formulation of policies that will enable the school to reach its agreed upon goals. These goals will be related to, but not limited to, the overall parish goals established by the parish council.

ARTICLE I.
NAME

The name of this body shall be the St. Theresa School Board, hereinafter referred to as the Board.

ARTICLE II.
PURPOSE AND FUNCTION

The Consultative School Board is established to assist the Principal and ultimately the Pastor by providing advice and counsel particularly in the following areas:

- A. Strategic Planning
 - a. To assist in formulating strategic goals for the long-term direction of the school.
 - b. To assist in formulating the school mission statement.
- B. Policy Formulation
 - a. To provide advice and counsel with regard to policies in areas determined by the pastor and principal.
- C. Evaluation of policies, plans, mission effectiveness and Board self-evaluation.
- D. Institutional Advancement/Development
 - a. To provide advice and counsel with regard to the establishment and maintenance of comprehensive programs of institutional advancement and to enhance the image, enrollment and financial viability of the school.
- E. Financial Planning and Financial Management
 - a. To provide advice and counsel with regard to long-range financial planning, annual budget development, budget monitoring and financial reporting.
- F. Communications
 - a. To provide advice and counsel with regard to communicating school policies and activities to the various school constituencies.

The Consultative School Board has no authority for formulating policies separate from the pastor and principal. The Parish School Board does not have responsibility for determining the amount of parish funds in support of the school and has no responsibility with regard to school staff/personnel or students.

**ARTICLE III.
RELATIONSHIP WITH OTHER GROUPS**

A. Diocese of Oakland

Regular information from the Diocese of Oakland concerning Diocesan policies impacting Catholic elementary and secondary education shall be provided by the Principal as in-service to the Board. The Principal shall implement Diocesan policies formulated by the Diocesan School Board, approved by the Bishop and promulgated by the Diocesan Superintendent of Schools.

B. Parish/Pastoral and Finance Councils

The Board shall work in a cooperative and collaborative manner with the Pastoral and Finance Councils of St. Theresa Parish. Regular communications, including minutes of

the Board, shall be forwarded to the chairpersons of the Pastoral and Finance Councils as well as to the Pastor.

C. Parent Organization

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

D. Faculty

The relationship between the Board and the faculty shall be characterized by mutual support, good communication and cooperation. The Principal 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**

A. Membership Defined

The Board shall consist of a minimum of nine (9), but not more than twenty-one (21) members approved by the principal and appointed by the pastor. An officer or a designee of the parent organization shall serve as an ex-officio member of the Board, with voting rights. In addition, the principal shall serve as an ex-officio member of the Board and shall serve as the Board's administrative officer without voting rights. The pastor shall serve as an ex officio member of the Board, without voting rights.

B. Categorical Membership

The membership of the School Board may be distributed as follows:

1. Parents
2. Alumni and parents of alumni.
3. Leaders within the civic, business and professional communities.
4. Area educators or pastors.
5. Parishioners.

Internal Board policy and demonstrated interest and availability of potential members from the various categories will establish the appropriate representatives, if any, for the above defined constituent categories.

C. Nominations

The Board shall establish an internal Board policy with regard to nominations. A committee of Board members consisting of the Principal and three Board members appointed by the chairperson of the Board shall seek out and prepare a slate of prospective Board member nominees who meet the following criteria:

1. Interest in and commitment to Catholic education in general, and a specific commitment to the mission and philosophy of St. Theresa School.
2. Availability to attend meetings and periodic in-service programs and to participate in committee work.
3. Ability to maintain high levels of integrity and confidentiality.
4. Ability to deal with situations as they relate to the good of the educational ministry of St. Theresa Parish and St. Theresa School.
5. Capacity to give witness to Christian and moral values within the school and parish communities.
6. Willingness to participate in and provide leadership for resource development programs for the school. It is the expectation that all Board members will financially support the school to the best of their ability, consistent with the Board's goal as presented in the annual development plan.

D. Exclusions

Employees of the parish and their spouses, other than those who serve in ex-officio positions, may not sit on the Board.

E. Appointment and Terms

Each Board member, other than a Board member who serves ex-officio, shall be appointed by the Pastor for a three-year term. Each ex-officio Board member 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 Board members shall be divided into three groups of as nearly equal membership as possible with the term for one group of Board members expiring each year during a three-year period. Board members may be reappointed, provided, however, that no Board member shall serve more than two terms consecutively regardless of whether any such term shall be less than three years. Board members shall be eligible for reappointment after having not served on the Board for one year.

F. Resignation and Removal of Board Members

Any Board member 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 Board member may be removed by the Pastor if it is deemed that removal is in the best interest of the parish and school.

G. Vacancy

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

H. Attendance

Any Board member who shall be absent from three (3) successive regular Board meetings or a total of six (6) Board meetings in a year shall be deemed to have resigned as a Board member unless reinstated with written approval of the Pastor.

**ARTICLE V.
OFFICERS**

A. 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 Pastor.

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

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

D. Duties - The duties of the officers shall be:

1. Chairperson - The chairperson shall preside at all regular and special meetings of the School 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 School Board members.

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.

2. 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.

3. 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 terms, attendance and committee assignments and all reports and documents related to Board activities.

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

4. Administrative Officer - The Principal shall serve as administrative officer to the Board. The Principal may also call meetings of the Executive Committee and shall be responsible for bringing information to the Board, including Diocesan policies and plans.

5. Terms

The terms of office for Board officers shall begin with their election in June and end with the election of their successor the following year.

ARTICLE VI. MEETINGS

- A. Regular Meetings

Regular meetings of the Board shall be held monthly, at least nine (9) times per year.

- B. Special Meetings

Special meetings may be called by the Pastor, the chairperson, the Principal or by written request of one-third (1/3) of Board members. Written notice must be provided at least five (5) days prior to special meetings.

- C. Annual Meeting

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

- D. Meeting Protocol

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

The Board shall establish an internal policy addressing how and when non-Board members may address the Board. The Board shall establish an internal Board policy dealing with “closed meetings” or executive sessions.

**ARTICLE VII.
RULES OF ORDER**

A. Consensus

As much as possible, the Board shall reach consensus on all actions.

B. 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.

C. Policy Issues

Ordinarily, decisions regarding policy matters and other major issues are not made at the “first reading.” The “second reading” of the policy occurs after additional consultation and clarification. At that time, the Board begins its decision-making process.

D. Quorum

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

**ARTICLE VIII.
COMMITTEES**

A. Standing Committees

The standing committees of the Board shall be:

1. Executive Committee
2. Buildings and Grounds Committee
3. Finance Committee
4. Membership Committee/Committee on Board Members
5. Development Committee

B. 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 officers of the Board shall be ex-officio members of all standing committees.

C. Special or Ad Hoc Committees

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

**ARTICLE IX.
COMPENSATION**

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

**ARTICLE X.
CONFLICT/DUALITY OF INTEREST**

Any Board member having an interest in a contract or other transaction 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 Board member'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 member shall not vote on, nor use personal influences on, nor 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 parish, 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 or parish.

**ARTICLE XI.
INDEMNIFICATION**

Each member shall be indemnified against all expenses actually or necessarily incurred in connection with the defense of any action, suit or proceeding to which he or she has been made a party by reason of being or having been a Board member, except in relation to matters in which the Board member shall be adjudicated in an action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duty.

**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 Pastor and written ratification by the Diocesan Superintendent of

Schools. Board members must receive written notice about amendments one month before the vote to amend.

Adopted by:

Date:

Principal

Pastor

Superintendent of Schools
