

**SAINT FRANCIS XAVIER SCHOOL ADVISORY BOARD
BYLAWS**

AS AMENDED APRIL 11, 2017

ARTICLE I

MEMBERSHIP

A. NUMBER OF MEMBERS: The number of active members of the Saint Francis Xavier School Advisory Board (also referred to as the “Board”) in each year shall be at least nine (9) and no more than fifteen (15). By the end of February, or as soon as possible thereafter, the Board shall determine the number of members the Board will include in the following year. The Board shall endeavor to have a minimum of three (3) new members appointed annually; however, the Board may appoint less than three (3) new members if it determines that doing so will help carry out the function of the Board, provided there shall be at least nine (9) active members on the Board.

B. TERM: Board members shall serve a term of three (3) years. Terms of office for new members shall begin with the June meeting immediately after the installation of the Board Officers. No member is eligible to serve more than two (2) consecutive terms. A Board member who was appointed to fill a vacancy shall serve for the remainder of the term of the Board member he or she is replacing.

C. NOMINATIONS AND APPOINTMENT: The Board shall compile a slate of nominees for Board membership. The Board should communicate to the school and parish community: the timeline for nomination, the minimum number of member positions to be filled, and an invitation for those interested in being considered for appointment to the Board to notify the Board.

The Board may create a nominating committee to solicit selected eligible individuals to accept a candidacy for nomination. The Board shall endeavor to choose nominees for appointment that reflect the diversity of the school regarding gender,

culture and ethnic background and provide such professional expertise as deemed appropriate to carry out the purpose and duties of the Board.

After compiling the slate of nominees for the open positions to be filled, the Board will present the slate of nominees to the Pastor for approval. The Board may then conduct an interview process in which one or more of the candidates for nomination are interviewed. One purpose of the interview is to ensure alignment of candidate interests and expertise with Board needs. Additional rounds of candidate solicitation and interviews may occur until the Board obtains at least one candidate for each appointed member position to be filled.

The Board shall endeavor to obtain a consensus for the selection of the slate of nominees to fill the open member positions from the pool of candidates. Should a vote be necessary, an executive session of the voting members of the Board shall be convened, the sole purpose of which shall be to select the slate of nominees to fill each appointed member position. The Board shall vote by secret ballot with each voting Board member present casting a vote for a single nominee for each position. The individual(s) receiving the highest number of votes shall be placed on the slate of nominees. The Board shall continue to vote until the appointment is finalized.

Once the Board has determined a slate of nominees satisfying the eligibility requirements and the Board's selection process, the Board shall notify the slate of nominees of their selection and confirm their willingness to commit to serving on the School Board. If a candidate decides not to accept, another candidate from the pool of candidates shall be selected to fill the open nomination on the slate following the procedure outlined above.

The announcement of the slate of nominees for new membership on the Board shall be made through appropriate communication channels. The Board shall provide an opportunity for each nominee on the slate to include an informational biography in a designated issue of the parish Bulletin. The informational biographies may identify who the nominees are and their area of expertise and provide some information about their

background in Catholic education and a statement about why the individual has accepted the nomination.

D. VACANCIES: If a vacancy occurs on the Board, the remaining Board members may appoint a replacement to fill the vacancy for the remainder of the term. Alternatively, the Board members may decide to leave the position vacant for the remainder of the vacating member's term; provided, there shall be at least nine (9) active members on the Board.

E. RESIGNATION AND TERMINATION:

1. When a Board member is unable to promote the purpose of the Board, abide by established roles and responsibilities as a member, or accept the Board's agenda, it may be necessary for the member to resign from the Board. Any member may resign by tendering a written notice of such resignation to the Chairperson of the Board or to the Pastor.

2. If any member misses two (2) consecutive meetings without notifying the Board of reasons, the Secretary, if one has been appointed, or the Chairperson shall send written notification to the absent member that he or she is subject to removal. If the member does not appear at the next meeting or otherwise appropriately respond, then the member may be terminated by an affirmative vote of at least two-thirds ($\frac{2}{3}$) of the voting membership of the Board.

3. For the common good of the Board, its members and the school community, it may be necessary to remove a member from the Board. Some reasons a member may be removed from the Board include: violating the confidentiality of executive sessions; acting contrary to the parish/school mission and goals; impeding the Board's defined responsibilities; and breaching the Board Code of Ethics. Any member may be removed "FOR CAUSE" by an affirmative vote of at least two-thirds ($\frac{2}{3}$) of the voting membership of the Board.

ARTICLE II

OFFICERS

A. SELECTION OF OFFICERS: Each year, the Board shall select a Chairperson and may, but is not required to, select other officers to help administer the duties of the Board. The returning members of the Board shall select the Chairperson and any other officers for the following year by the June meeting. The returning members of the Board shall endeavor to obtain a consensus for the selection of the officers for the following year.

If returning members are unable to reach a consensus on the selection of any new officer, selection of that officer shall be determined by vote. The election will be conducted by a committee consisting of the retiring Board members present. In case of ties, the existing Chairperson shall cast the deciding vote. Only returning members of the current Board shall be eligible to hold an office. The election shall be by ballot. The balloting for each office shall be in secret and in writing. New officers will take office after the June meeting.

If no other officers have been appointed, the Chairperson may assign the duties of the offices to other Board members as he or she deems appropriate.

If a vacancy occurs, the existing Board members may vote to elect a new officer to fill the unexpired term.

B. DUTIES OF OFFICERS:

1. The Chairperson (also referred to as "President") shall preside at all regular and special meetings of the Board. With the Principal, the Chairperson shall determine the agenda for each meeting. The Chairperson shall provide each member a copy of the agenda prior to a meeting. The Chairperson shall allow reasonable time for consideration of any motion before Board action is taken. The Chairperson shall also have the authority to assign additional duties and responsibilities to individual school Board members. In any matter requiring the vote of the Board where: (1) the Board

consists of an even number of voting members; (2) all the voting members are present and have cast a vote; and (3) the vote results in a dead-lock, the Chairperson shall be given a second vote to break the deadlock.

2. The Vice Chairperson (also referred to as "Vice-President"), if one has been elected, shall perform all the duties of the Chairperson when he or she is absent, and all other duties as may be assigned by the Chairperson. If no Vice-President has been elected, the Pastor shall appoint a Board member to perform the duties of the Chairperson during his or her absence.

3. The Secretary, if one has been appointed, shall maintain a written Record of Minutes of Board meetings, take care of all correspondence, give proper notice to any Board member being absent from two (2) consecutive meetings without notification, and maintain a permanent file of all official Board reports and documents.

ARTICLE III

COMMITTEES

The standing committees shall correspond to the St. Francis Xavier Vision Tenets promulgated in 2011 which are: (1) Inspire Our Students to Do God's Work; (2) Offer an Excellent Academic Experience; (3) Provide a Sustainable Catholic Education; (4) Engage the Community; and (5) Create and Maintain a Physical Space that Inspires. Special committees shall be established as needed. The voting members of the Board serving on a standing committee shall serve as the co-chairpersons of those committees. Committee chairpersons shall, when deemed appropriate by the Board, solicit committee members from the parish community. The function of all committees shall be fact-finding, deliberation, advice and recommendation. Recommendations of any committee shall be subject to approval by the Board.

DUTIES:

A. The **Committee for Performing God's Work** shall work with the school's Service and Positive School Climate Committee to provide opportunities for school students to serve God and their community through prayer, service, and action.

B. The **Committee for Achieving Academic Excellence** shall work with the Principal and the school administration to further initiatives directed at enhancing the academic environment, culture, and experience at the school for students, teachers, and the administration.

C. The **Committee for Providing Sustainable Catholic Education** shall review and advise the Board on sources of financing necessary for the operation of the school.

D. The **Committee for Engaging the Community** shall (i) engage school parents who contribute to the value of the school with time, talent and treasure; and (ii) engage school parents, students, alumni, parishioners, and the greater community to become more involved in all facets of the school and share the students' achievements. This committee shall assist in publicizing the school and its programs and in developing marketing communications.

E. The **Committee for Providing Inspiring Physical Space** shall coordinate and assist in the development of projects to maintain and improve the physical space and technological resources of the school, in consultation with the Business Manager.

ARTICLE IV

MEETINGS AND QUORUM

A. The Board shall conduct regularly scheduled meetings each month of the year except July.

1. The Board shall meet regularly at the day, time and place agreed upon annually by the Board at the June meeting with the input of the new members.

2. The Chairperson or a majority of the Board may call special meetings.

3. All regular and special meetings of the Board shall be open to the public and the Board Secretary, if one has been appointed, or such other member as the Chairperson designates shall provide advance notice of such meetings to the parish and school parents.

B. The Chairperson or a majority of the Board may call an executive session for the purpose of dealing with matters of a sensitive nature that require confidentiality.

1. Executive sessions are not open to the public.

2. Decisions may be made and voted upon in executive session.

3. An executive session can be conducted telephonically via a suitable conference call forum where all members are afforded the ability to participate.

C. The ordinary order of business shall be substantially as follows:

1. Call to Order and Opening Prayer

2. Affirming Observation of the Month

3. Routine Business (i.e. approval of minutes, agenda, financial report)

4. Pastor's Report

5. Principal's Report

6. Monthly Topic

7. Tenet Updates

8. Open to the Floor

9. Executive Session (if needed)

10. Closing Prayer and Adjournment

The ordinary order of business may be altered or modified at any meeting by the Chairperson or by a majority vote of the members present.

D. The Board may establish rules for the conduct of its meetings, but in the absence of such rules, the most recent edition of “**ROBERT’S RULES OF ORDER**” shall govern.

E. At least two-thirds ($\frac{2}{3}$) of the voting membership shall constitute a quorum for the official transaction of business. A majority vote of the voting members present shall be required to carry all motions except as otherwise provided for in the Constitution or By-Laws. Each elected member and each appointed member of the Board shall have the right to one (1) vote.

ARTICLE V

POLICY

A. DEVELOPMENT: Any Board member, the Pastor, or the Principal may present a policy recommendation to the Board for its review. The proposed policy will be presented for discussion at one meeting and voted on at a subsequent meeting. The proposal should include:

1. Statement of need
2. Recommended solution
3. Alternate solution(s)

The Board may recommend the adoption of the proposed policy by a simple majority vote of the total Board membership. The Pastor has the right to approve or veto any policy recommendation. New policies approved by the Pastor shall be included in the Parent-Student Handbook.

The Principal shall notify all school parents of any newly-adopted policy.

B. IMPLEMENTATION: It is the responsibility of the Principal, with the faculty assistance, to determine how policies shall be implemented.

C. REVIEW: All policies should be reviewed for relevancy and effectiveness by a Policy Review Committee on an annual basis, or at such other regular intervals as the Board, the Pastor and the Principal determine is reasonable. The Policy Review Committee shall consist of two (2) Board members and the Principal or her or his appointed representative. The Committee shall be appointed at the first Board meeting after the beginning of the school year.

ARTICLE VI

FILLING THE PRINCIPAL'S POSITION

A. The process of filling the Principal's position shall be governed by the policies of the Chicago Archdiocesan Office of Catholic Schools and directed by the guidelines set forth in the Principal Selection Process. A search committee shall be established by the Pastor to seek out qualified candidates whose credentials have been accepted by the Archdiocesan Office of Catholic Schools. The recommendations of the committee shall be submitted to the Board for the Board's formal recommendations to the Pastor, who is responsible for hiring the Principal.

B. Candidates shall be interviewed at an executive session of the entire Board. The Board's final recommendation for the selection of the Principal shall be determined by a simple majority vote of the Board members. The announcement of the new Principal shall be made during an open Board meeting or, if that is not feasible, under the circumstances, as determined by the Pastor.

ARTICLE VII

BUDGET

A. The Principal, in cooperation with the Pastor and the Committee for Providing Sustainable Catholic Education, will prepare the annual budget for the next school year.

B. The proposed budget is presented to the Board for its review and comment.

C. Final approval of the school budget resides with the Pastor after consultation with the Parish Finance Committee.

ARTICLE VIII

ANNUAL GOALS AND OBJECTIVES

The Board shall develop annual goals and objectives to accomplish the ongoing work of the Board. The Principal also informs the Board about the annual school goals developed by the Principal and faculty members and provides reports of the progress being made to implement the school goals and objectives. The Board's goals support school goals.

The Principal and Chairperson shall meet to determine the Board's goals for the upcoming school year prior to the initial Board meeting for that school year. Based on the outcome of their meeting, the Chairperson shall present the Board's goals and objectives at the next regularly scheduled Board meeting. The Board shall affirm its annual goals and objectives. Periodic evaluation of the implementation of these goals shall be part of the Board's agenda.

ARTICLE IX

EVALUATION OF SCHOOL BOARD EFFECTIVENESS

At least annually, the Board shall evaluate their effectiveness as a group and how they meet their responsibilities as Board members. The Board shall review how they interact with each other and to assess the implementation of the Board's annual goals. One part of the evaluation will be centered upon the internal effectiveness of the

Board; the other will be the community's perception of their effectiveness, the external effectiveness of the Board to its constituents. Board members shall first reflect on their own about the topics and then have a discussion, in executive session, with the other members.

ARTICLE X

CODE OF ETHICS

The Code of Ethics for Board members delineates the expectations inherent in the purpose of the Board. Members, by accepting the position to serve on the Board, ascribe to this Code and shall periodically review the Code to remind members that they are working together for a common goal: to promote the mission and purpose of St. Francis Xavier School. The Code of Ethics addresses the following: *conflict of interest, confidentiality, objectivity, justice, fairness, and maintenance of unity.*

A. CONFLICT OF INTEREST: Board members shall avoid situations that present actual, perceived or potential conflict between their interest and the interest of the school.

B. CONFIDENTIALITY: Board members shall keep matters discussed in executive/closed sessions in confidence. Confidential Information provided to Board members for the purpose of carrying out the function of the Board shall be maintained in confidence.

C. OBJECTIVITY: Since total objectivity is impossible for anyone to achieve, members are asked to identify and manage their own personal biases. It is important that members see situations from multiple points of view rather than solely from their own perceptions, assumptions and feelings.

D. JUSTICE AND FAIRNESS: Decisions made by the Board should be the result of honest and open discussion by all members, Pastor, Principal and parent/parishioner membership. Consideration of the good of the total parish/school community should be integral to the decision-making process. Every member shall uphold the decisions of the Board. When decisions will affect various constituencies, those constituencies should be informed promptly, or as soon as is feasible under the circumstances, through an agreed upon vehicle of communication.

E. MAINTENANCE OF UNITY: In achieving its objectives within the faith community of the parish/school, the Board is to do all it can to avoid creating factions, sides or other divisive groupings in the parish and school community. Members should function within the framework of the total leadership of the parish and strive to cooperate with other leadership groups in the local faith community.

A copy of this Code shall be read and agreed to by all Board members. Their signature on the document indicates their willingness to abide by this Code.

ARTICLE XI

AMENDMENTS

Any Board member, the Pastor, or the Principal may present either a Constitutional or By-Law amendment recommendation to the Board for consideration. The proposed amendment will be presented for discussion at one (1) meeting and voted on at a subsequent meeting.

The Pastor has the right of veto for any amendments to the Constitution or the By-Laws.

ADOPTED APRIL 1992.

AS AMENDED ON JUNE 12, 2012;

AND ON APRIL 11, 2017:

PASTOR:

Signature

Name (printed)

Date

PRINCIPAL:

Signature

Name (printed)

Date

CHAIRPERSON:

Signature

Name (printed)

Date