

MISSOULA CATHOLIC SCHOOLS SCHOOL BOARD OF SPECIFIED JURISDICTION BYLAWS

ARTICLE I: INTRODUCTION AND RATIONALE

1. These bylaws establish the Missoula Catholic Schools Board of Specified Jurisdiction (hereinafter "the Board") and set forth policies governing its roles and responsibilities in the administration of the Missoula Catholic Schools system.
2. Missoula Catholic Schools (hereinafter "MCS") is established and maintained as a regional diocesan Catholic school system in the Diocese of Helena (hereinafter "Diocese") to promote the Catholic education of the children of the greater Missoula Catholic community. In the Diocese of Helena, schools that are not exclusive to one parish are designated as "regional" to indicate that they serve more than one parish.
3. The Bishop has final authority over Missoula Catholic Schools. He appoints the Bishop's Delegate to the Board (hereinafter "Bishop's Delegate") to act on his behalf for all matters regarding schools, including exercising administrative jurisdiction in accordance with diocesan policies, accreditation standards and federal and state laws. The Bishop reserves powers given to him as the ecclesiastical authority under Canon Law.

ARTICLE II: VISION STATEMENT

1. Inspired by Vatican II, these bylaws establish a framework for collaboration between MCS administrators and lay leaders in providing direction for the MCS system in the fulfillment of its mission. The Board will act at all times to preserve, protect, and improve the MCS system, and to promote the highest quality Catholic education for the students of MCS schools. The Board will maintain the primacy of faith formation and academic excellence in the MCS system through adherence to all applicable accreditation standards.

ARTICLE III: PURPOSE AND RESPONSIBILITIES

1. The Board acts under the administrative jurisdiction of the Bishop of Helena.

2. The Board is responsible for the general operations of the MCS system. To that end, the Board shall develop, formulate, and enact policies that guide the general operations of the MCS system and policies that guide the general operations of the Board. The Board's responsibility for the general operations of the MCS system includes financial oversight and adherence to Board policies.

ARTICLE IV: POLICIES

1. Board policies will be implemented by the MCS President. Such policies shall give general direction for the administration, staff, parents, and students and will be compatible with Diocesan policy. All written Board policies will be documented and published on the MCS website or, if applicable, in the MCS Finance and Business Operations Policy.
2. Any recommended changes in policy are to be submitted for review and approval by the Bishop through the Bishop's Delegate.
3. The Board has policymaking responsibilities in the following areas:
 - a. Personnel
 - b. Curriculum and Accreditation
 - c. Planning
 - d. Finance
 - e. Marketing and Public Relations
 - f. Facilities

ARTICLE V: BOARD MEMBERSHIP AND OPERATIONS

1. Governing Body
 - a. Subject to the authority and jurisdiction of the Diocese, the Board shall manage the affairs of MCS, and shall actively promote and pursue the MCS mission.
 - b. The Board shall employ the MCS President and shall delegate to the MCS President such authority as the Board deems appropriate.
 - c. The Board may adopt such rules and regulations for the conduct of business as shall be deemed advisable, and may delegate its authorities and responsibilities, in whole or in part, to one or more

committees.

- d. The Board shall consider and act upon all committee recommendations and may also consider such other matters regarding MCS as it deems appropriate, or as requested for consideration by the MCS President.

2. Composition and Appointment

- a. The Board shall consist of members appointed by the Bishop of the Diocese of Helena. Recommendations for Board membership shall be made by the Executive Committee.
- b. The Bishop may replace or terminate any individuals serving on the Board.
- c. Voting Board members may not be an MCS employee or MCS Foundation employee, or the sibling, spouse, parent, or child of an MCS or MCS Foundation employee.
- d. Membership of the Board shall consist of:
 - i. Regular voting members numbering not less than five (5) and not more than nine (9).
 - ii. Ex-officio voting members of the Board consisting of:
 - 1. The Bishop of the Diocese of Helena or the Bishop's Delegate;
 - 2. The MCS President (The MCS President shall recuse herself/himself and abstain from voting concerning her/his own evaluation/employment or any other issue in which he or she may have a conflict of interest.);
 - 3. A member of the Missoula Catholic Schools Foundation Board; and
 - 4. A priest of the Missoula Deanery appointed by the Dean of the Missoula Deanery.
 - iii. Ex-officio non-voting members of the Board consisting of:
 - 1. The Principal of St. Joseph Elementary and Middle School;
 - 2. The Principal of Loyola Sacred Heart High School;
 - 3. The MCS Controller;
 - 4. Pastors of the Missoula Deanery;

5. The Executive Director of the MCS Foundation.

- e. The Executive Committee and Diocese shall make all reasonable efforts to maintain the composition of the Board such that the Board:
 - i. Represents the Missoula Catholic Community in terms of socio-economics, ethnicity, and occupations;
 - ii. Includes representatives from a variety of Catholic parishes in the Missoula Catholic Community;
 - iii. Includes alumni of MCS;
 - iv. Includes parents of MCS children and those who do not have children in MCS; and
 - v. Consists of at least 75% active and practicing Catholics.

3. Term of Office

- a. Each member shall serve a term of three (3) years.
- b. A member serving as Board Chair during the last year of the member's term shall have the option to serve an additional year on the Board.
- c. Terms shall begin on July 1st of each year.
- d. No member may serve more than two (2) successive terms.
- e. A member appointed to fill a vacancy in an unexpired term shall be considered as completing the term of that position, which shall not be considered a membership term in applying the successive term limitation.

4. Qualifications

- a. Board members shall be persons with broad interests and backgrounds who are willing and able to serve and exhibit a genuine interest in Missoula's Catholic Schools.
- b. Board members are required to maintain attendance, report and promptly resolve any conflicts of interest, participate in committee work, and maintain confidentiality.

5. Compensation of Board Members

- a. No Board member shall receive any compensation from the Board for services rendered as a Board member.
- b. Board members may be reimbursed for any reasonable expenses

incurred by them in execution of their official duties, including travel expenses, as approved by the MCS President and Board Chair.

6. Vacancies

Any vacancy occurring in the Board because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Bishop, with the recommendation of the Executive Committee.

7. Resignation

- a. A Board member may resign at any time by delivering written notice to the Board. Unless the notice specifies a later effective date, a resignation is effective when the notice is delivered.
- b. In the event a Board member misses three (3) consecutive regular meetings without being excused by the Chair, the absent member shall be deemed to have resigned his/her membership.

ARTICLE VI: MEETINGS

1. Regular Meetings

- a. Regular meetings shall be held monthly at a designated date and place.
 - i. If it appears that a quorum of the Board will be unable to attend a regular meeting, the meeting may be rescheduled or cancelled. The meeting may be rescheduled by the Board Chair, Vice Chair, or MCS President. A quorum is defined as two thirds of the voting members of the Board.
 - ii. The general intent of the current edition of Roberts Rules of Order will be used to conduct official business at regular meetings
- b. Written or printed notice of regular or special Board meetings, stating the date and time of the meeting must be given to each Board member not less than two (2) days prior to the date of the meeting.

2. Special Meetings

- a. Special meetings of the Board may be called by agreement between two of the following four: the Board Chair, the Vice Chair, the Bishop's Delegate, or the MCS President. The Board may not conduct business or make decisions at any meeting unless the Board Chair or Vice Chair is present.

- b. Except in exigent circumstances, notification of a special meeting shall be provided to all Board members at least 48 hours in advance of the meeting.

3. Annual Meeting

- a. The Board shall hold an annual meeting each year to present the annual report summarizing the Board's activities for the previous year.
 - i. The Board's Strategic Plan will be reviewed and amended during the annual meeting
 - ii. The annual meeting will be utilized to provide training for both new and existing board members.
 - iii. The annual meeting will be held in August each year and may take the place of a regular Board meeting.

4. Visitors

Visitors may attend by invitation of the Chair or Vice Chair.

5. Executive Session

- a. The Chair or Vice Chair may call an executive session of the Board to discuss confidential matters.
 - i. All voting members may participate in an executive session.
 - ii. Unless invited, the MCS President will not attend an executive session when her/his evaluation is being discussed.
 - iii. Executive sessions will not be open to visitors or non-voting members unless expressly invited by the Chair or Vice Chair.
- b. As appropriate, the Chair may invite non-Board members to attend an executive session.
- c. Executive sessions demand complete confidentiality of the Board members and any invited guests.

6. Proxy Voting

Proxies and proxy voting shall not be allowed on behalf of any board member with the sole exception of the Bishop who may vote through the Bishop's Delegate.

7. Meetings by Audio or Video Conference

- a. The Board may permit any or all members to participate in a meeting of the

Board by, or conduct the meeting through, the use of audio or video conference technology.

- b. A Board member participating in the meeting by audio or video conference is deemed present in person at the meeting.
- c. The chair of the meeting may establish reasonable rules as to conducting the meeting by audio or video conference.

8. Electronic Transmissions

Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board may adopt from time to time, the term "written" and "in writing" as used in these Bylaws including any form of recorded message capable of comprehension by ordinary visual means, and may include electronic transmissions.

9. Quorum

- a. A quorum is defined as two thirds of the voting members of the Board.
- b. No action shall be taken unless a quorum is present.

10. Action Without Meeting:

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing setting forth the action so taken is ratified by a majority of the regular members of the Board. Such action must be initiated by the Chair, Vice Chair, or the MCS President. Such action may be taken by email if an electronic copy of the resolution is disseminated to all members of the Board and a majority of the voting members of the Board ratify the action. Such consent shall have the same effect as a vote and shall be recorded in the minutes of the next regular board meeting.

ARTICLE VII: COMMITTEES

1. Purpose and Protocol

- a. The purpose of the committees is to facilitate the work of the Board. Each committee will report and make recommendations to the Board on a regular basis regarding its activities.
- b. Committees shall keep regular minutes of their proceedings and report them

to the Board.

- c. Committees are subject to all procedural rules governing the operation of the Board itself.

2. Standing Committees

- a. The following standing committees shall consist of at least one (1) Board member and one (1) school administrator. All other members of the standing committees shall serve at the pleasure of the Board.

i. Executive Committee

1. The Executive Committee shall consist of the Board Chair, Vice Chair, the MCS President, the Finance Committee Chair, and the Bishop's Delegate.
2. The Executive Committee shall possess and exercise all powers of the Board, subject to the limitations set forth in this document.
3. The Executive Committee will make recommendations to the Bishop nominating new board members.

ii. Mission and Identity Committee

1. The Mission and Identity Committee will strive to maintain a minimum of seven (7) members.
2. The members shall include a priest from the Missoula Deanery, at least one (1) other Board member, an MCS principal, a religious education instructor, and at least three (3) community members from the parishes of the Missoula area. One community member may be a non-Catholic who is active in his or her faith community.
3. All of the committee members must be active in one of the area parishes/faith communities and at least three (3) parishes of the Missoula Deanery, with an emphasis on those with students attending MCS, must be represented on the committee.
4. This committee will meet regularly, with its duties to include:

- a. Fostering an ongoing positive relationship with the area parishes that support MCS and growing the strong Catholic culture of the Missoula Catholic Schools to ensure academic excellence within a faith-based environment.
- b. Overseeing and assisting each school with the catechetical education of its teachers and the faith formation of its staff, parents, and students.
- c. The committee shall make recommendations to the Board and administration concerning Catholic identity and culture of each school, including endorsements and accreditations, and the MCS organization as a whole.

iii. Finance Committee

1. The Finance Committee will consist of at least six (6) members. The members shall include at least two (2) School Board members, including the MCS Board chair, the MCS Controller and two (2) to five (5) community members who may or may not be members of the Board. The MCS President and school principals shall be ex-officio members of the Finance Committee. The Finance Committee will operate in communication with the Finance Committee of the MCS Foundation.
2. The committee will meet monthly with its duties to include:
 - a. Assisting with the Board's responsibilities for review, oversight, and evaluation of the business and financial operations of MCS.
 - b. Collaborating with the MCS President and MCS Controller in the management of school finances and preparation of the annual school budget(s), including salaries.

- c. Assisting in the annual preparation of the budget of income and expenditures over the coming year for the governance of MCS in accordance with the direction of the Bishop (Can. 493).
- d. Providing an accounting at the end of the year for income and expenditures (Can. 493).
- e. Monitoring the school budget at committee meetings.
- f. Keeping clear and concise records of committee meetings.
- g. Circulating minutes or a report of monthly meetings and summary financial reports to all Board members before monthly meetings.
- h. Providing the Board with a monthly report on the state of MCS finances.
- i. Working with the MCS Foundation in keeping the lines of accurate and open communication open regarding the schools' income, expenditures and cash flow.

iv. Marketing Committee

1. The Marketing Committee will consist of up to six (6) members with a minimum of two (2) from the Board, a MCS administrative representative, and two (2) to five (5) community members.
2. This committee will meet regularly with its duties to include overseeing and assisting with the marketing, recruitment, and communication functions for MCS. The committee will assist with fundraising functions for MCS.
3. The committee shall endeavor to foster positive communications with the parish communities.
4. The Marketing Committee shall develop an annual plan to be implemented by the MCS President in collaboration with the

MCS Foundation Director.

v. Facilities Committee

1. The Facilities Committee will strive to maintain a minimum of six (6) members with a minimum of one (1) from the Board, an MCS administrative representative, one (1) member of the Finance Committee, the MCS Foundation Director, and three (3) to five (5) community members.
2. The Facilities Committee will meet regularly with its duties to include managing and prioritizing the short- and long-term facilities needs of MCS.
3. The Facilities Committee will engage the MCS community for input on facilities needs and to leverage specialized skills related to facilities, building, and planning.
4. The Facilities Committee shall circulate minutes following each meeting of the Facilities Committee.
5. The Facilities Committee shall make recommendations to the Board and administration concerning priorities, projects, and expenditures related to MCS facilities.

vi. Ad Hoc Committees

1. In addition to the Committees provided in this section, the Board may, by a majority vote, create additional committees or task forces to perform specific tasks or projects.
2. Such committees shall include no less than one (1) Board member and one (1) school administrator.
3. The members of any such committees shall serve at the pleasure of the Board.
4. Committees shall exercise such powers as may be designated by the Board.
5. Once the objective is achieved the committee will disband.

ARTICLE VIII: BOARD OFFICERS

1. The elected officers of the MCS Board shall be the Chair, Vice Chair and Finance Committee Chair. The President and the Bishop's Delegate shall serve as ex-officio officers.
2. The Board may elect other officers and assistant officers if the Board deems it necessary or desirable to do so. If the Board specifically authorizes an officer to appoint one (1) or more officers or assistant officers, the officer may do so.
3. Election and Term of Office
 - a. The Board shall elect officers for a one (1) year term.
 - b. Officers shall be elected annually by the Board at the May meeting of the Board with the officers elected assuming their responsibilities July 1st.
 - c. Each officer shall hold office until a successor is duly elected and qualified or until he or she resigns, dies, or is removed in a manner as provided in these bylaws.
4. Removal of Officers

The Board may remove the Chair, Vice Chair, or any other elected officer at any time, with or without cause. An officer can be removed by a majority vote at a meeting.
5. Duties of Officers
 - a. The duties and powers of the officers of the Board shall be as follows or shall hereafter be set by resolution of the Board of Directors.
 - i. Chair
 1. The Chair shall be responsible for conducting the Board meetings.
 2. The Chair shall preside at meetings of the Board, appoint committee chairs, act as spokesperson for the Board, appear on its behalf before other organizations, and sign all documents on behalf of the Board.
 3. The Chair shall appoint chairpersons for all standing and ad hoc committees of the Board.

4. The Chair shall preside at all meetings of the Executive Committee and Board and shall perform such other duties as the Board shall determine.
5. The Chair shall be a lay member of the Board elected, by the voting members of the Board, from the regular members of the Board.

ii. Vice Chair

1. The Vice Chair shall preside at all meetings of the Executive Committee and Board in the absence of the Chair and shall perform any other duties assigned by the Chair.
2. The Vice Chair shall act in the absence of the Chair.
3. The Vice Chair shall be a lay member of the Board elected, by the voting members of the Board, from the regular members of the Board.

iii. Board Secretary

1. The Board Secretary shall be the MCS President.
2. The Board Secretary prepares the agenda for all regular and special Board meetings in consultation with the Chair.
3. The Board Secretary ensures the safety and accuracy of all Board records and provides notice of all meetings of the Board and/or of a committee when such notice is required.
4. The Board Secretary shall appoint a Recording Secretary to serve at the discretion of the Board. The Recording Secretary shall keep accurate minutes of all meetings and prepare copies for distribution to all appointed and ex-officio members of the Board. Extra copies may be distributed at the discretion of the Board.

iv. Finance Committee Chair

The Finance Committee Chair manages (with the Finance Committee) the Board's review of action in relation to the Board's financial responsibilities, and works with the MCS

President and MCS Controller to ensure the financial reports are accurate and made available to the Board on a timely basis. The Finance Committee Chair will serve as a member of the Executive Committee. The entire board will vote on the Finance Committee Chair like any other officer.

v. **Bishop's Delegate**

The Bishop's Delegate is the Catholic schools' agent for the Bishop and will serve as an ex-officio officer on the Board.

ARTICLE IX: CONFLICT OF INTEREST

1. A Board member shall disclose to the Board any material interest which the Board or any of its members directly or indirectly has in any person or entity which is a party to a transaction under consideration by the Board. The interested Board member shall abstain from voting on the transaction, provided, however that the Board member's presence may be counted in determining whether a quorum is present.
2. A transaction in which a Board member has a conflict of interest may be approved in advance by a vote of the Board and the approval of the Bishop or the Bishop's Delegate.

ARTICLE X: MISCELLANEOUS

1. **Books and Records**
 - a. The Board shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of the Board and committees having any of the authority of the Board.
 - b. All books and records of Board and committee meetings are property of the Diocese and shall be securely maintained at the MCS main administrative office.
2. **Fiscal Year**
 - a. The fiscal year shall begin July 1 and end on June 30 each year, unless otherwise established by the Diocese.

- b. The MCS President will deliver annual financial reports at the August Board meeting.

3. Indemnification

- a. Each Board member and officer of the Board, now or later serving, is indemnified by the Diocese of Helena 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 Board member or officer or by reason of any action alleged to have been taken, omitted, or neglected by him or her as Board member or officer.
- b. The Diocese and/or its insurance carrier will reimburse each such person for any legal expenses reasonably incurred by him or her in connection with any such claim or liability. However, no Board member or officer shall be indemnified against or reimbursed for any expense incurred in connection with any claim or liability arising out of his or her own willful and/or criminal misconduct or gross negligence.
- c. The right of indemnification provided herein will not be exclusive to any other rights to which any Board member or officer may be entitled by law.

4. Amending Bylaws

- a. The bylaws shall be deemed effective as of July 1, 2021.
- b. Recommended amendments of these bylaws may occur by a simple majority vote of the total Board membership providing all members have been notified, in writing, of the proposed amendment.
- c. Any amendment of the bylaws must be approved by the Bishop.
- d. Voting on bylaws may be done at any duly constituted meeting of the Board.

ARTICLE XI: APPROVAL

Following discussion by the members of the Missoula Catholic Schools Board, the foregoing bylaws are approved and are respectfully recommended to the Bishop of the Diocese of Helena for final approval.



Chase Taylor
Chair, Missoula Catholic Schools Board

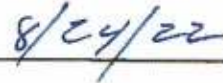


Date

Following the above recommendation, these bylaws are hereby approved.



Most Reverend Austin Anthony Vetter
Bishop of the Diocese of Helena



Date