

**BYLAWS
of
SAINT MARY CATHOLIC SCHOOL**

**ARTICLE I
NAME AND OFFICES**

1. **Name.** The name of this Corporation is **Saint Mary Catholic School**.
2. **Principal Office.** The principal office of the Corporation shall be located in the City of Humboldt City, Iowa. The Corporation may have such other offices, either within or without the State of Iowa as the School Board may designate or as the business of the Corporation may require from time to time.
3. **Registered Office.** The registered office of the Corporation shall be 303 3rd Avenue North, Humboldt County, Iowa 50548 and the name of its registered agent at this address is the current registered agent with the state of Iowa.
4. **Parishes.** The Parish that support the Saint Mary Catholic School system is:

St. Mary's Parish

**ARTICLE II
DIRECTORS**

1. **Number of Directors.** The business and property of the Corporation shall be managed and controlled by the School Board or such committee or committees as designated by the School Board. The School Board shall consist of the Bishop of the Diocese of Sioux City, the Vicars General of the Diocese of Sioux City and the Diocesan Superintendent(s) of schools as ex-officio non-voting members. However, in accordance with the provisions of Canon Law of the Catholic Church, the Bishop of the Diocese of Sioux City reserves the right to modify or veto any and all acts of the School Board. The voting members of the School Board shall consist of one (1) Pastor of the Parish supporting Saint Mary Catholic School, the Saint Mary Catholic School principal, lay persons appointed by St. Mary's Parish. A maximum of two members may be parishioners of St. Mary's Parish who do not have students enrolled at Saint Mary Catholic School.
2. **Selection of Pastors and Lay Representatives.** Each Parish and its Pastor shall determine the method of selecting the lay representative for that Parish. All representatives shall be committed to Catholic education.
3. **Term of Office.** The Bishop of the Diocese of Sioux City, the Vicars General of the Diocese of Sioux City and the Diocesan Superintendent(s) of schools shall serve as members of the School Board as long as they occupy the positions so designated. The term of the other members of the School

Board shall be for two (2) or three (3) years commencing at the annual meeting when elected and continuing until a successor is elected and qualified. School Board members elected to serve three year terms shall serve staggered terms so that one-third (1/3) of the elected school board members shall be elected annually for a term of three years. A School Board member may not serve more than two consecutive full terms. A School Board member who has served two consecutive terms is eligible to be elected again following a one year absence from the School Board. School Board members having completed their term limits are encouraged to serve one more year on their subcommittee.

4. Duties of the School Board. The duties of the School Board shall be to manage and control the affairs of the Corporation, its funds, and property. The School Board shall employ a president/principal who shall be the administrative officer for the School Board. The president/principal is delegated the following responsibilities and duties: (1) to hire, discharge, supervise, and manage personnel as needed to carry out the policies and programs of the Corporation; (2) management of the affairs of the Corporation in accordance with established policies; (3) other duties and responsibilities as outlined in the approved president's/principal's job description as may be amended from time to time; (4) and any other duties or acts as designated by the School Board. The board has responsibilities in the following areas:

- A. Catholic Identity
- B. Leadership/Governance
- C. Finance
- D. Academics
- E. Enrollment management/Marketing

5. Committees of the School Board. The School Board shall have the following standing committees: Catholic Identity, Academics, Governance/Leadership, Finance, and Enrollment Management. At least one lay member of the School Board shall serve on each of the standing committees and shall serve as co-chair of the committees. Each committee may elect a non-board member as a co-chair. Furthermore, the School Board by resolution adopted by a majority of the Directors in office may designate such other standing committees as in the judgment of the School Board are necessary to carry on the affairs of the Corporation. Such other standing committees shall have a minimum of one lay member of the Corporation as a committee member.

Description of Required Standing Committees

A. Catholic Identity. The purpose of the committee is to advise the administration, system leadership team, and staff on ways to enhance the Catholic Identity of (school name). The committee should review data and perceptions about our faith program to determine what areas could be improved and to recommend possible paths to improve these programs. Potential broad topic of discussion should include increasing students' understanding of Catholic doctrine, participation in the sacraments, and strengthening (school name) relationships

with parishes.

B. Academics/School Improvement Advisory Committee. The purpose of the Academics committee is to ensure that our students achieve and maintain academic excellence. There shall be at least one lay member of the School Board and such other members as designated by the School Board. In addition, this committee shall have at least one member who is employed as a teacher in Saint Mary Catholic School system.

C. Finance. The purpose of the Finance committee is to provide the best educational system in the country by securing funding for meeting the current and future educational goals and objectives. There shall be at least one lay member of the School Board, and at least one person from St. Mary's Parish, and such other members as designated by the finance chair person.

D. Enrollment Management/Marketing. The purpose of the Marketing committee is to increase student enrollment and family investment by identifying the tangible and intangible benefits of a Catholic education, and proactively promoting the viability and success of the Saint Mary Catholic School through enhanced marketing, public and customer relations. There shall be at least one lay member of the School Board, and such other members as designated by the School Board.

E. Governance and Leadership. The purpose of the Governance committee is to assist the board to determine desired board composition in terms of influence, diversity, and talents. The committee should also arrange the orientation and development of new board members. They should direct the yearlong ongoing education and formation of the board as a whole. The committee will research and review policies to provide direction to administrators on appropriate topics as well as make recommendations to the board of education on policies.

6. Resignation. Any School Board Member may resign at any time by giving written notice of such resignation to the School Board. Upon such resignation, the vacancy shall be filled in the same manner as the School Board member was initially chosen. The School Board member who is selected shall complete the remaining term of the School Board member who has resigned.

7. Removal. A School Board member may be removed at any time by the Bishop of the Diocese of Sioux City or a majority vote by the School Board. In addition, a School Board member may be removed by a resolution

of the School Board determining that such School Board member was absent for three consecutive meetings of the School Board without justifiable excuse. In the event of removal, a new School Board member shall be selected in the same manner as the removed School Board member was selected.

8. Regular Meetings. The School Board shall hold at least one meeting each month at a time and place mutually agreed upon by the School Board. Such regular meeting can, however, be canceled if no business is necessary to be considered by the School Board.

9. Special Meetings. Special meetings of the School Board may be called at the request of any officer or by any three (3) members of the School Board. Such meetings may also be held by telephone conference call.

10. Quorum. At all meetings of the School Board at least a majority of the voting School Board members shall be present and necessary to constitute a quorum for the transaction of business. An act by a majority of the voting School Board members at such meeting shall constitute an action on behalf of the School Board, except as may be otherwise specifically provided by statute or by these Bylaws. If at any meeting there is less than a quorum present, the meeting may be adjourned as it is necessary to constitute a quorum. In accordance with the provisions of Canon Law of the Catholic Church, the Bishop of the Diocese of Sioux City reserves the right to modify or veto any and all acts of the School Board.

11. Rules of Meetings. The act of the majority of the voting members of the School Board present at a meeting at which a quorum is present shall be the act of the School Board. The most recent "Roberts Rules of Order" shall be parliamentary authority for all matters of procedure not specifically covered in these Bylaws.

ARTICLE III OFFICERS

1. Officers. The officers of the Corporation shall be the Bishop of the Diocese of Sioux City, Chairperson, Vice Chairperson, Treasurer and such additional officers as the School Board by resolution may appoint. The President/Principal of Saint Mary Catholic School shall serve as Secretary to the School Board but shall not be an officer of the Corporation. The Bishop, Chairperson, Vice Chairperson and Treasurer must be School Board members.

2. Bishop. The Bishop shall be the chief executive officer of the Corporation and shall have the responsibility for the management and supervision of the operations of the Corporation, including the investment of the corporate funds and properties. The Bishop shall have authority to sign, execute and acknowledge all contracts, checks, deeds, mortgages, bonds, leases or other obligations on behalf of the Corporation as the Bishop may deem necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by the School Board. The Bishop may sign in the name of the Corporation, reports and all other

documents or instruments which are necessary or proper to be executed in the course of the Corporation's business. The Bishop shall perform such other duties as are necessary for that office.

3. Chairperson. The Chairperson shall be elected annually by the School Board at its annual meeting. The Chairperson shall hold office until the next succeeding annual meeting of the School Board and until a successor shall have been duly chosen or until death or resignation. The Chairperson shall preside at all meetings of the School Board and shall have and exercise general charge and supervision of the affairs of the Corporation and shall do and perform such other duties as may be assigned by the School Board.

4. Vice Chairperson. The Vice Chairperson shall be elected annually by the School Board at its annual meeting. The Vice Chairperson shall hold office until the next succeeding annual meeting of the School Board and until a successor shall have been duly chosen or until death or resignation. At the request of the Chairperson, or in the absence of the Chairperson, the Vice Chairperson shall perform the duties and possess and exercise the powers of the Chairperson; and to the extent authorized by law, the Vice Chairperson shall have such other powers as the School Board may determine, and shall perform such other duties as may be assigned by the School Board.

5. Secretary. The Secretary shall have charge of such books, documents, and papers as the School Board may determine. The Secretary shall attend and keep the minutes of all meetings of the School Board. The Secretary shall do and perform such other duties as may be assigned by the School Board.

ARTICLE IV FISCAL YEAR

The fiscal year of the Corporation shall commence on the 1st day of July of each year and end on the 30th day of June.

ARTICLE VII INDEMNIFICATION

Except for any prohibition against indemnification specifically set forth in these Bylaws or in Chapter 504, Code of Iowa, at the time indemnification is sought by any School Board member, officer, employee, volunteer or agent of the **Corporation**, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a School Board member, officer, employee, volunteer or agent of the Corporation or is or was serving at the request of the Corporation as a member, School Board member, officer, employee or agent of another Corporation, partnership, joint

venture, trust or other enterprise (such serving as a Member, School Board member, officer, employee or agent of the Corporation or at the request of the Corporation referred to herein as "serving on behalf of or at the Corporation's request"), against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

If a School Board member, officer, employee, volunteer or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith. Any other indemnification (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that the indemnification of such person is proper because he or she has met the applicable standard of conduct set forth above; such determination shall be made:

- a) by the School Board by a majority vote of a quorum consisting of School Board members not parties to such action, suit or proceeding; or,
- b) in a written opinion by special independent counsel selected by the School Board by a majority vote of a quorum consisting of School Board members not parties to such action, suit or proceedings; or,
- c) if the requisite quorum of the full School Board cannot be obtained through disinterested School Board members, in a written opinion by special independent legal counsel selected by a majority vote of the full School Board in which School Board members who are parties may participate. Expenses incurred by defending a civil or criminal action, suit or proceedings as authorized in the manner provided in this paragraph upon receipt of an undertaking by or on behalf of such person that such person believes in good faith that he or she has met the applicable standard of conduct set forth above and that such person will repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified as authorized herein. The indemnification and advancement of expenses

provided herein shall not be exclusive of any other rights to which those seeking indemnification or advancement or expenses may be entitled under any provision in the Articles of Incorporation or Bylaws, any agreement, any vote of disinterested School Board members or otherwise, indemnification and advancement of expenses under these provisions and as to actions in other capacities concurrently held by those seeking indemnification or any provision of the Articles of Incorporation or bylaws, by any agreement, or otherwise for any breach of a duty of loyalty to the Corporation, for any act or omission not in good faith or which involves intentional misconduct or knowing violation of the law or for any transaction from which the person derives an improper personal benefit. The indemnification provided herein shall continue as to a person who has ceased to be a Member, School Board member, officer, employee, volunteer or agent and shall inure to the benefit of the heirs, executors, personal representative and administrators of such a person. The School Board shall have the power to purchase and maintain insurance on behalf of any person who is or was serving on behalf of or at the Corporation's request against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions hereof.

ARTICLE VIII AMENDMENTS

These Bylaws may be enlarged, amended, or replaced in all or in part by a majority vote taken at any regular or special meeting of the School Board. The proposed amendment shall have first been submitted to the School Board in writing at a regular or special meeting preceding the meeting at which the vote is taken.

These Bylaws have been adopted by the Saint Mary Catholic School on September 10, 2017

Revised: date

Revised: date

Adopted: date