

BYLAWS

OF

ST. PETER'S CATHOLIC SCHOOL BOARD

As Amended December 1, 2009

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ARTICLE I

Name

Section 1.1. The name of this body shall be St. Peter's Catholic School Board (the "Board").

ARTICLE II

Mission

Section 2.1. The mission of St. Peter's Catholic School, a ministry of St. Peter's Church, is to provide to K4 through sixth grade students of the South Carolina Midlands, an education that is academically excellent, SACS accredited, diverse and anchored in the Catholic faith and traditions.

ARTICLE III

Nature and Function

Section 3.1. The Board is consultative in function and advisory in nature and vote, assisting in the operation of St. Peter's Catholic School (the "School"), the parochial school of St. Peter's Catholic Church (the "Church" or the "Parish"), Columbia, South Carolina, subject to the regulations of the Diocese of Charleston Board of Education.

Section 3.2. The Board is responsible for advising the Pastor of the Church (the "Pastor") and the Principal of the School (the "Principal") or their designees, in various aspects of the educational program and learning environment of the School. In developing its policies, the Board must follow the intent and spirit of policies established by the Diocese of Charleston Board of Education.

Section 3.3. The Board's duties include:

- (1) Promoting understanding and support of Catholic education within the community.
- (2) Developing and implementing the School's strategic plan.
- (3) Reviewing the budget and monthly financial reports, and assisting with development of the budget.
- (4) Consulting with the Pastor and Principal on the implementation of Diocesan policies and the development of local policies.
- (5) Evaluating the effectiveness of Board policies.

ARTICLE VI

Members

Section 4.1. Composition. The Board shall consist of no less than nine (9) members appointed by the Pastor and the Principal upon recommendation by the members of the Board. At the regular March Board meeting, the Chairperson of the Board shall notify the Pastor and the Principal of the upcoming expiring terms of Board members. At the regular April Board meeting, the Pastor and Principal shall select candidates for appointment to each available position and present those candidates' names to the Board for consideration. Final appointments shall be determined by the Pastor and the Principal upon consultation with the Board.

Section 4.2(a) Voting members. Voting members of the Board shall be the President of the Parent-Teacher Organization (the "PTO") and no less than eight (8) appointed members. Of the eight appointed members, three (3) must be parishioners with a child or children enrolled in the School, three (3) must be non-parishioners with a child or children enrolled in the School and two (2) must be parishioners.

Section 4.2(b) Non-voting members. The Pastor and the Principal shall be non-voting members and shall receive the advice and recommendations of the Board.

Section 4.2(c) Associate members. The Board shall retain two (2) non-voting, advisory members – one with a legal background and one with a finance background - who shall not be subject to term limitations.

Section 4.3. Term of Office of Voting Members. The voting members of the Board shall be appointed in staggered, three-year terms. By invitation of the Pastor and the Principal, the term of any voting member may be extended for one (1) additional year. Members shall begin serving their term of office at the close of the meeting at which they are elected.

Section 4.4. Removal of Board Members. The Pastor and the Principal shall have the power to remove any Board member for good cause. Good cause may include failure to attend three consecutive Board meetings.

Section 4.5. Resignation of Members. A member may resign at will by submission of a written resignation to the Board, Pastor and/or the Principal. Such resignation shall be deemed effective when accepted by the Board, Pastor and/or Principal.

Section 4.6. Vacancy of Board Members. When a vacancy on the Board occurs due to resignation, death, transfer, removal or any other reason, the vacancy shall be filled by appointment made by the Pastor and/or Principal; provided, however, that the person selected shall serve for only the unexpired term of his/her predecessor but may be eligible for future appointment to the Board membership.

Section 4.7. No employee of the School other than the Principal shall be eligible to serve as a Board member.

ARTICLE V

Officers – Duties of Officers

Section 5.1. Officers. The officers of the Board shall be the Chairperson, Vice Chairperson and Secretary. The Board may create and fill, from time to time, such additional offices as it may deem necessary to effectively carry out the Board's objectives. Only voting members of the Board may serve as Chairperson and Vice Chairperson.

Section 5.2. Appointment of Officers. The officers of the Board shall be appointed annually by the Pastor and Principal at the regular June Board meeting and shall immediately begin serving their term. All eight appointed members shall be eligible for the offices of Vice Chairperson and Secretary. To be eligible for the office of Chairperson, a member must have served on the Board for one (1) full year.

Section 5.3. Term of Officers. The officers of the Board shall serve for a term of one full year, or until their successors are elected or appointed. No officer shall be eligible to serve more than two consecutive terms in the same office.

Section 5.4. Vacancy of Officers. When a vacancy of an officer of the Board occurs due to resignation, death, transfer, removal or any other reason, the vacancy shall be filled by election of the majority of the Board membership or the Pastor or Principal; provided however, that the person selected shall serve for only the unexpired term of his/her predecessor but may have the eligibility for future appointment as an officer of the Board.

Section 5.5. Removal of Officers. The Pastor, the Principal and a majority of the Board membership shall have the power to remove an officer of the Board for good cause. Any Board Officer absent from two consecutive meetings without good cause may be removed from said office.

Section 5.6. Resignation of Officers. An officer of the Board may resign at will by submission of a written resignation to the Board, Pastor and/or the Principal. Such resignation shall be deemed effective when accepted by the Board, Pastor and/or Principal.

Section 5.7. Chairperson. The Chairperson shall preside at all regular and special meetings of the Board as a voting member and as such shall (i) have general and active involvement in the business and affairs of the Board, (ii) see that all orders and resolutions of the Board are enforced and in effect, (iii) enforce these Bylaws, (iv) be an ex officio member of all committees; (v) determine and prepare the agenda for all Board meetings in consultation with the Pastor and the Principal; and (vi) give notice of meetings.

The Chairperson shall pass files on to the Chairperson-Elect immediately upon installation and shall cause all other officers' and committee persons' files to be passed on to respective successors.

Section 5.8. Vice Chairperson. The Vice Chairperson shall (i) attend all Board meetings as a voting member, (ii) preside and assume all duties assigned to the Chairperson in the Chairperson's absence, (iii) serve as Secretary when the Secretary is absent and (iv) perform such other duties as from time to time may be assigned by the Board, Pastor or Principal.

Section 5.9. Secretary. The Secretary shall (i) record and maintain a written record of all actions of the Board, (ii) receive and dispose of all correspondence as directed by the Board, Pastor and Principal, (iii) preserve all reports, documents and proceedings of the Board as committed to his/her care; (iv) distribute minutes of meetings, and (v) perform all duties incident to the office of Secretary and such other duties as may be prescribed by the Board, Pastor or Principal.

ARTICLE VI

Meetings

Section 6.1. Meetings. The Board shall meet monthly during the school year beginning in August at a date, place and time established at the previous meeting. Committee meetings may be held every other month in lieu of a Board meeting.

Section 6.1(a) Regular Meetings. The regular meetings of the Board shall be held on the first Tuesday of each month from August to June unless otherwise ordered by the Board, Pastor or Principal. Regular meetings may be scheduled at a different time, date or place as circumstances require.

Section 6.1(b) The regular monthly meeting scheduled in March shall be reserved for the purpose of presenting the annual budget for the ensuing year and hearing reports of officers and committees, and for any other business that may arise.

Section 6.2. Committee Meetings. Regular meetings of each committee shall be held. The date, place and time of such meetings shall be announced by the committee chairperson and communicated to the committee members within a reasonable time prior to such meetings.

Section 6.3. Special Meetings. Special Meetings may be called by the Chairperson; the Pastor, the Principal, or a majority vote of the Board. The purpose of the Special Meeting shall be stated in the call.

Section 6.4. Notices. Written notice of all meetings shall be delivered to each Board member at least forty-eight hours before the time of the meeting. Notice of any Special Meeting shall be limited to the purpose(s) stated in the notice.

Section 6.5. Quorum. A majority of the voting membership of the Board shall constitute a quorum for the transaction of business at all meetings of the Board; if there be less than a quorum, a majority present or represented may adjourn the meeting.

Section 6.6. Meetings of the Board are not open to non-members. However, non-members shall be permitted to address the Board provided such non-member has submitted in writing a request to address the Board at least one week in advance of the meeting of the Board, and provided such request has been approved by the Chairperson, the Pastor and/or the Principal.

ARTICLE VII

Conduct of Meetings

Section 7.1. Conduct of the Board meetings shall be in accordance with the Spirit of the Gospel, with the procedures set forth in the Bylaws of the Board and as set forth in the most recent edition of Robert's Rules of Order, Newly Revised.

Section 7.2. Action Without Meeting. Any action which, under the provisions of these Bylaws, may be taken without a meeting if a record or memorandum thereof be made in writing and signed by all the persons who would be entitled to vote such action. Such record or memorandum shall be filed with the Secretary and made a part of the Board's records.

Section 7.3. Ordinary Order of Meetings. The ordinary order of meetings, although subject to revision, shall be:

1. Call to Order.
2. Opening Prayer.
3. Attendance.
4. Approval of Minutes.
5. Principal's Report.
6. Committee Reports.
7. Old Business.
8. New Business.
9. Future meetings and topics/items for discussion.
10. Closing Prayer.

ARTICLE VIII

Committees

Section 8.1. The Board may establish or discontinue committees as it deems advisable to carry out the duties and intent of the Board. Each committee shall have such powers and perform such duties as may be assigned to it by the Board, Pastor or Principal. The Board Chairperson shall assign all committees and shall also serve as an ex officio member of all committees.

Section 8.1(a) The President of the PTO shall report salient information on the PTO's activities at each Board meeting, in the form of either an oral or a written report.

Section 8.1(b) The Chairperson of the Board shall appoint a Finance Committee with a Chairperson and a co-Chairperson at the regular June meeting. At least one Finance Committee member must remain on the Finance Committee the following school year.

Section. 8.2. Development Committee.

(a). Annual Fund. This committee shall be responsible for (i) conducting an annual fund drive to obtain financial donations and gifts of prayer for the School, (ii) identifying donors, including but not limited to major gift donors and corporate matching donors, and (iii) establishing and implementing guidelines for school endowment.

(b). Communications/Newsletter. This committee shall be responsible for establishing communication with other area Catholic Schools and Parishes, preparing and distributing press releases to various media as they relate to advancement and marketing, as needed, and for publishing and distributing a newsletter at least quarterly.

(c). Enrollment/Marketing. This committee shall promote and market the School; develop an analysis of marketing opportunities and trends; and assist in implementing concrete procedures for increasing enrollment, attracting and retaining students.

Section 8.3. Facilities Committee. This committee shall be advisory to the Pastor and Principal and shall assist in the planning, purchasing, operation and maintenance of school facilities and equipment.

Section. 8.4. Finance Committee. This committee shall be advisory to the Pastor and Principal and shall be responsible for assisting in the development of a financial policy to include tuition, operational costs, teacher salaries and benefits, and for preparing the budget for each School year which shall be presented to the Board membership for approval.

Section. 8.5. Policy and Planning. This committee shall be responsible for developing and implementing long-range strategic plans and goals planning for the School, and for reviewing and formulating policies to determine their ongoing effectiveness.

(a). Mission Effectiveness. This committee shall enforce the mission of the School by seeking better understanding and broader support of Catholic education within the community; and shall work with the Principal on service programs relating to the core curriculum of the School.

(b). Planning. This committee shall develop a strategic plan that will enhance the overall viability of the School, and shall develop an analysis of the School outlining strengths, opportunities, goals and objectives to make the school competitive to other area schools.

(c). **Policy.** This committee shall review the Bylaws of the Board at least annually, and shall study, propose and prepare revisions to the Bylaws as deemed necessary to maintain their effectiveness; shall examine the composition of the Board and determine its policy needs; and shall work with the Principal to identify policy needs and priorities of the School.

Section. 8.6. Special/Ad Hoc Committees. These committees, appointed by a majority of the Board, shall include, but not be limited to, the following:

Curriculum
Oversight
Safety
Technology
Training

Section 8.7. Appointment of Committee Chairpersons. In consultation with the Pastor and Principal, the Chairperson of the Board shall appoint all Committee Chairpersons at the annual meeting of the Board in June. The Committee Chairpersons shall begin serving their term immediately upon acceptance of such appointment. Should any duly appointed chairperson be removed, resign or otherwise vacate the office, that vacancy shall be filled as set forth in Article V herein.

Section 8.8. Duties of Each Committee Chairperson. The Committee Chairperson shall be responsible for the general supervision of the Committee's activities and shall submit to the Secretary prior to the Board meeting a written report of all activities of the committee. The Secretary shall circulate the written committee reports along with the minutes of the meeting to each Board member.

ARTICLE IX

Governing Authority

Section 9.1. The Bylaws of the Board, as may be amended by the Board membership, shall be the governing authority of this Board.

Section 9.2. The Bylaws may be amended upon affirmative vote of the majority of the voting Board members, and by the approval of the Pastor and the Principal, subject to the Diocesan Board of Education regulations.

Section 9.3. Notice of the proposed amendment, repeal or alteration of these Bylaws shall be contained in the notice of the meeting, and presented to the Board in writing at least two weeks prior to voting.

ARTICLE X

Code of Ethics

Section 10.1. It shall be the responsibility of each Board member to adhere to a standard of ethics and to live by general principles of proper conduct. The ethics set forth hereafter are adopted by the Board as formulated by the National Association of Boards, Commissions and Councils of Education of the National Catholic Educational Association.

Each member of the St. Peter's Catholic School Board shall:

- acknowledge that the School is a significant teaching mission of the Parish;
- become more knowledgeable about the mission of Catholic education, and promote it within the community;
- recognize the need for training, professional development and continuing education about Board responsibilities, and understand that representation on the Board is unofficial in nature, unless explicitly authorized otherwise;
- be prepared for each meeting and complete necessary tasks for committee work and reports;
- support the Pastor and Principal in authorized functions and avoid intruding in administrative details unless requested to do so;
- be loyal to Board decisions even if personally opposed to the final recommendations and decisions;
- keep an open mind to alternate solutions to problems;
- disqualify oneself from discussion and vote on issues where there is a conflict of interest; and
- pray for members of the Board, the School and the community it serves.

ARTICLE XI

Confidentiality

Section 11.1. All Board members (voting and non-voting) are bound to maintain confidentiality with respect to information obtained in their role as Board members, including but not limited to verbal and/or written presentations, materials, discussions and deliberations.