

**BYLAWS  
FOR  
West Deanery Unified Catholic Schools, Inc.  
DBA Cardinal Ritter High School and  
St. Michael-St. Gabriel Archangel School  
Indianapolis, Indiana  
Archdiocese of Indianapolis  
  
BOARD OF DIRECTORS**

**INTRODUCTION AND RATIONALE**

The name of the Corporation is the West Deanery Unified Catholic Schools, Inc., dba Cardinal Ritter High School, St. Michael-St. Gabriel Archangel School, Indianapolis, Indiana. It is established as a separate not-for-profit corporation in the State of Indiana, hereinafter referenced as the "Corporation." The Single Member, the Roman Catholic Archbishop of the Archdiocese of Indianapolis, establishes the Corporation as an inter-parochial Catholic Pre-K through 12<sup>th</sup> grade School, separate corporation, and religious corporation under Indiana law operated exclusively for charitable, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

Cardinal Ritter High School and St. Michael-St. Gabriel Archangel School operates under the supervision, direction, and guidance of the Roman Catholic Archdiocese of Indianapolis, furthering the mission and purposes of the Archdiocese in accordance with the Code of Canon Law of the Roman Catholic Church.

The Corporation shall promote and advance the mission of the School for the faith formation, education and instruction of students in the West Deanery of Indianapolis, and adopt in connection therewith a course of education in Catholic principles as well as a secular educational program for high schools and elementary schools as prescribed by the Archdiocese and the State of Indiana. The Corporation is established to carry out the teaching ministry of the Catholic Church. As such, the religious and academic programs shall at all times be in accordance with the teachings and laws of the Roman Catholic Church and the Archdiocese of Indianapolis.

The Board of Directors<sup>1</sup> of the West Deanery Unified Catholic Schools, Inc. shall have as its primary concern the ministry of Catholic school education: the spiritual, intellectual, physical, emotional, and social development of the students. The Board of Directors, operating under the guidance of the Archdiocesan Office of Catholic Education, and in conformity with the policies of the Roman Catholic Archdiocese of Indianapolis, Inc., shall concern itself with planning and policy issues pertaining to the general excellence of Catholic education at Cardinal Ritter High School and St. Michael-St. Gabriel Archangel School.

**ARTICLE I**  
**GENERAL**

**Section 1.1 Definitions** As used in the Bylaws of the Corporation, the following words and phrases shall have the following meanings:

- a) **"Affiliate Organization"** shall mean any legal entity in which the Archbishop of Indianapolis is a Member, director or exercises delegated powers.
- b) **"Archbishop of Indianapolis"** shall mean the bishop appointed from time-to-time by the Roman Catholic Pontiff and formally installed as the Archbishop of Indianapolis or such other individual as is authorized to govern the Roman Catholic Archdiocese of Indianapolis in the place of the Roman Catholic Archbishop of Indianapolis under the Code of Canon Law.
- c) **"Archdiocese of Indianapolis, Inc."** shall mean Roman Catholic Archdiocese of Indianapolis, Inc., an Indiana non-profit corporation formerly operating as the unincorporated association known as the Roman Catholic Archdiocese of Indianapolis.
- d) **"Archdiocese of Indianapolis Properties, Inc."** shall mean Roman Catholic Archdiocese of Indianapolis Properties, Inc., an existing Indiana non-profit corporation organized on July 2, 1993.
- e) **"Christian Faithful"** shall mean those individuals who are baptized, are in full communion with the Catholic Church on this earth and who are joined with Christ in its visible structure by the bonds of profession of faith, of the sacraments and of the ecclesiastical governance (Canon 205).
- f) **"Code of Canon Law"** shall mean the Code of Canon Law of the Roman Catholic Church promulgated January 25, 1983, or such other versions as may be promulgated from time-to-time.
- g) **"Consultation"** shall mean to confer and deliberate together as in Section 2.1.
- h) **"Dean"** shall mean a priest appointed by the Archbishop who shall have prescribed responsibilities over a defined geographic region (e.g., Deanery).
- i) **"Juridic Person"** shall have the meaning established by the Code of Canon Law.<sup>ii</sup>
- j) **"Member"** shall mean the Archbishop of Indianapolis or his designee empowered to act on behalf of the Corporation for those powers reserved to (and delegated by) the Archdiocese. The designee is appointed by the Archbishop to act as Member on his behalf.
- k) **"Parish Corporations"** shall mean separately incorporated 501(c)(3) parish organizations that own and operate Catholic churches and parish schools within a specific territory (e.g., Deanery) established by the Archbishop of Indianapolis as a separate juridic persons (c. 515).
- l) **"Pastor"** shall mean a priest appointed by the Archbishop of Indianapolis as the proper shepherd of a parish, exercising pastoral care in the community entrusted to him under the authority of the Archbishop in accordance with Code of Canon Law (c. 519) or a priest charged with the responsibility of spiritual care of the Parish under the Code of Canon Law (c. 517).

**m) “The Secretariat for Catholic Schools”** (formerly the Secretariat for Catholic Education and Faith Formation) shall mean the department within the Archdiocesan Curia which the Archbishop (Member) has designated to provide overall leadership, service and oversight to Catholic schools in the Archdiocese. The specific office or agency for Catholic schools in the Archdiocese is the **Office of Catholic Schools (OCS)** (formerly the Office of Catholic Education), led by the Secretary for Catholic Schools, AKA, the **Superintendent of Catholic Schools**.

**Section 1.2 Separate Existence.** The Corporation shall operate as a separate legal entity as contemplated by the Code of Canon Law.

**Section 1.3 Statement of Role and Purposes (Foundational Documents).** The Corporation shall have a Mission Statement, a Vision Statement, and a Profile of the Graduate at Graduation, that specify the purposes it will serve and the manner in which the mission, philosophy and core values of Archdiocese of Indianapolis and the Member will be carried out. Foundational documents are also required by the accreditation process.

## **ARTICLE II MEMBER**

**Section 2.1 Delegated (or Reserved) Powers of the Single or Sole Member (Archbishop or designee).** Notwithstanding anything to the contrary contained in Article 3 below, the Member shall exercise the powers of the Corporation in lieu of the Board of Directors in the following respects:

- a) Approve a three-to-five-year strategic plan that expresses the philosophy, vision, core values, goals, objectives, and action plans of the Corporation.
- b) Interpret and change any statement of mission, philosophy, vision, role and purpose of the Corporation.
- c) Adopt any amendment to the Bylaws and Articles of Incorporation of the Corporation.
- d) Approve the appointment of members of the Board of Directors as recommended by the Board and proposed by the Member.
- e) Remove any individual serving on the Board of Directors, any Officer of the Board of Directors or any members of any Board committees.
- f) Approve any indebtedness or loans, in adherence to the standards and practices required by the Archdiocesan Finance Council.
- g) Approve and recommend the formation of legal entities, the sale, transfer or substantial change in use of all or substantially all of the assets of the Corporation, or the divesture, dissolution, closure, merger, consolidation or reorganization of the Corporation.
- h) Approve the acquisition, sale, lease, transfer or other alienation of property of the Corporation, other than in the usual and regular course of the Corporation's business, when such acquisition, sale, lease, transfer or other alienation is above specified financial levels set in accordance with the Code of Canon Law or policies established from time to time by the Member.
- i) Approve any disposition of the assets of the Corporation at the time of its dissolution.

- j) Approve the annual budget, as recommended by the Board in accordance with Archdiocesan financial policies.
- k) Approve the selection of and contracting with the Chief Administrator (President).<sup>iii</sup>
- l) Initiate and participate in a process for the performance appraisal of the Chief Administrator (President).
- m) Appoint legal counsel, approval of the right to initiate or defend litigation, and approval of the auditing firm for the Corporation.
- n) Approve all capital improvements, additions and structural changes to the property according to the policies of the Archdiocesan Building Commission and Archdiocese of Indianapolis Properties, Inc.
- o) Approve the religion curriculum and religious curricular materials according to the policies of the Archdiocese.
- p) Require participation of the School in a prescribed process of selection of high school catechists (teachers) according to guidelines established by the Office of Catholic Schools in consultation with the Archbishop of Indianapolis (Policy 2009-01).

**Section 2.2 Role of the Dean.** The Dean of the West Deanery is a pastor in that deanery appointed by the Archbishop who participates in policy-making as an *ex-officio* voting member of the Board and who makes recommendations based on the common good and interests of the West Deanery Parishes. In that sense, he represents the other pastors and the interests of the deanery parishes that support and are served by the Cardinal Ritter High School. He also serves in a more formal role regarding the delegated (reserved) powers of the Archbishop. Board recommendations requiring consultation with the Dean prior to Archdiocesan review and approval by the Member (Archbishop or designee) include all Board recommendations involving the Delegated (reserved) Powers of the Member, Cardinal Ritter High School subsidy obtained through parish assessments; and, participation in the selection, evaluation and removal of the Chief Administrator.

### **ARTICLE III**

#### **ANNUAL MEETING OF MEMBER**

**Section 3.1 Annual Meeting.** The annual meeting of the Member shall take place between July 1 and September 15 at a time and place as determined by the Board of Directors or at other times as determined by Board of Directors with the approval of the Member.

**Section 3.2 Special Meeting.** Special meetings of the Member may be called by the Corporation's President or by the Member.

**Section 3.3 Action by Written Consent.** Any action required or permitted to be taken by the Member or that requires the approval or consent of the Member may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by the Member.

**Section 3.4 Order of Business at Annual Meeting.** The order of business at the annual meeting of the Member shall be determined by the Member and the President (see *School Commission and Board Guide*, Online Appendix nos. 1-2).

**Section 3.5 Proxy.** The Member may from time to time designate in writing an individual to act as his proxy and vote and otherwise act in his place in connection with those matters related to the Corporation that the Member may vote on or on which the Member may otherwise act.

## **ARTICLE IV** **BOARD OF DIRECTORS**

**Section 4.1 Name.** The name of this body shall be the Board of Directors, West Deanery Unified Catholic Schools, Inc., hereinafter referred to as the "Board."

**Section 4.2 Establishment.** The Board is established by the Corporate Member as a Board of Limited Jurisdiction as defined in *A Primer on Educational Governance in the Catholic Church* (NCEA, 2009) and is established consistent with the guidelines and directives promulgated by the Archdiocesan Office of Catholic Schools and with Indiana law regarding not-for-profit corporations.

**Section 4.3 Nature and Function.** The Board is a participatory policy-making body for all matters pertaining to the Corporation (School). All decisions of the Board shall be binding upon the School administration and shall be in compliance with the policies, rules, and regulations of the Archdiocese, the State of Indiana, and those powers delegated (reserved) to the Archbishop as stated herein.

**Section 4.4 Purpose.** The general purpose of this Board is to promote and advance the mission of the School for the education and instruction of students, and to adopt in connection therewith a course of education in Catholic principles and an educational program for high schools as prescribed by the Archdiocese and the State of Indiana.

**Section 4.5 Number and Appointment.** The Board of Directors shall consist of not less than 13 and no more than 21 individuals duly appointed and coming from following membership classes:

**Section 4.6 Classes of Membership.**

**Class I:** At least one half of the board members shall be representative of the Christian Faithful of the Archdiocese of Indianapolis West Deanery Parishes: registered parishioners, feeder Catholic school principals and/or pastors/parish administrators/parish life coordinators.

**Class II:** The Dean of the West Deanery, and the Chairperson of the Cardinal Ritter Alumni Association shall serve as *ex-officio* voting members by virtue of his/or position. A representative from St. Michael and St. Gabriel Parishes selected by their parish leadership formally approved by the Member shall serve *ex-officio* voting members.

**Class III:** The remainder of the board members shall be alumni, parents of alumni, current parents, or representatives from the community-at-large.

Class I, II, III board members shall have full voting rights.

The President shall serve as an *ex-officio* non-voting member by virtue of his/her position.

No more than ten percent (10%) of the Board membership can be non-Catholic. No more than sixty-six percent (66%) of the Board should be current school parents.

**Section 4.7 Membership Criteria.** Potential Board members shall meet the following criteria:

- a) Demonstrate an interest in and a commitment to Catholic education, and to the philosophy and mission of the West Deanery Unified Catholic Schools, Inc.;
- b) Availability to attend Board meetings regularly and fully participate in the inservice programs and committees of the Board;
- c) Maintain the highest level of honesty and personal integrity, actively and fully support Board decisions, and avoid disclosure of confidential Board matters;
- d) Abide by the Bylaws and Policies of the Board and support the President in the performance of his/her duties;
- e) Deliberate on all matters before the Board in good faith and for the common good of the Corporation, the community that it serves, and the Archdiocese of Indianapolis;
- f) Be a credible witness to the Catholic faith and to Catholic moral values and religious teachings in the school community and beyond; and
- g) Demonstrate a willingness to actively participate in and provide leadership for resource development and advancement programs for the schools and financially support the schools to the best of their ability.

**Section 4.8 Vetting of Potential Board Members.** The purpose of vetting is to guarantee the selection of the best qualified persons who will be recommended in advance to the Member (Archbishop or designee) to hold leadership positions on Archdiocesan appointed Catholic Boards, Commissions and Councils. These standards may also be used as guides for selecting committee or task force membership. Each Board, Commission, Council, Committee or Task Force may have separate requirements for membership. However, the basic requirements are:

- a) Catholic members are to be active and practicing Catholics (e.g., registered and participating members of a parish);
- b) If married, the marriage is recognized by the Catholic Church;
- c) Attend Saturday evening/Sunday Mass weekly;
- d) Reflect the teachings and values of the Catholic Church in their lives;
- e) Non-Catholic members are to reflect the teachings and values of the Catholic Church in their lives and are required to sign a Faith Statement, attesting to the reflections of Catholic Social Teachings in their his/her life and beliefs (*Catholic School Commission and Board Guide, Appendix no. 16*);
- f) Those persons who intentionally are former or inactive Catholics are not eligible for membership.

The Archbishop or his designee will pre-screen or “vet” all nominees/candidates for membership on Boards after their nomination, but before they are notified of possible membership. This helps ensure the quality of candidates but also prevents embarrassment on the part of the candidate or the Archbishop. Education Policy 2010-02.

**Section 4.8.1 Vetting Process.** The following vetting process is outlined in the Administrative Rules for Education Policy 2010-02:

- a) Each Board, Council, Commission, Committee or Task Force, whose members are subject to appointment by the Archbishop, shall have a process of nomination for membership.
  - i. If there is a recommendation form, advertising or public announcements, these should clearly state that the Board, Commission, Council, Committee or Task Force is seeking a “pool of candidates.”
  - ii. Requirements for membership including the basic requirements stated above are to be included with the application.
- b) The Pool of Candidates and Vetting Process:
  - i. The candidate is not informed of possible membership prior to vetting.
  - ii. The executive committee/committee on members (or other designated committee) draws up a list of potential candidates (the pool) – one and no more than three names for each position to be filled.
  - iii. The Superintendent or designee (e.g., high School President) contacts pastors to verify Catholic candidates’ active participation and that the candidate is in good standing with the Church.
  - iv. The names (pool) are submitted to the Archbishop’s designee (Superintendent of Schools) for vetting.
  - v. The Archbishop or his designee reviews the list, vetting those eligible in advance and deleting the names of those not eligible for membership.
  - vi. The list of vetted candidates is then returned through the Superintendent and local administrator to the Committee on Members, Executive Committee, (or other designated committee).
  - vii. The committee then proceeds according to their bylaws or policies to select new members from the list of vetted candidates from the pool, invite them to membership, and once the vetted candidate has accepted membership, notify the local administrator and Superintendent.
  - viii. The Archbishop or his designee (Superintendent) shall send an appointment letter.

**Section 4.9 Nomination for Membership.** New members of the West Deanery Unified Catholic Schools, Inc. Board of Directors shall be nominated annually in accordance with a nomination process developed and approved by the Board. New members shall receive their appointment from the Member.

**Section 4.10 Terms of Membership.** Each Board member shall be appointed to a term of three years. Class II Board members shall serve only as long as they hold the office from which they were appointed. With the exception of the Dean and Administrative Officer, no Board member may serve more than two (2) consecutive three-year terms. Initial Board members for the reorganized Board of the Corporation 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 if not already serving staggered terms.

**Section 4.11 Vacancies and Succession.** Any individual serving on the Corporation's Board of Directors by virtue of holding an office identified in Section 4.6 above as Class II shall cease to serve as a director upon ceasing to hold any of the designated offices. The individual who succeeds to a vacated office shall on the effective day of his/her doing so also take the place of the departing individual on the Board of Directors.

**Section 4.12 Replacement or Additional Directors.** Notwithstanding Section 4.3 and 4.4 above. The Member may appoint an individual to serve on the Corporation's Board of Directors in lieu of an individual holding any of the offices identified in Section 4.4 above, or expand the size of the Board of Directors and appoint one or more individuals to serve on it in addition to those identified in Section 4.4 above. The terms of any individuals appointed by the Member to serve on the Corporation's Board of Directors in lieu of or in addition to those holding the offices identified in Section 4.4 above shall be as determined by the Member.

**Section 4.13 Discharge, Suspension, Disciplinary Action of Officer and Directors.** Any director may recommend to the Member disciplinary action, suspension, or the discharge of a director for failure to perform requisite duties or other good cause. The Member shall have the power to remove a director for any reason whatsoever, with or without cause.

**Section 4.14 Attendance.** All directors must attend at least two-thirds (2/3) of the regular meetings of the Board. Failure to do so may constitute a reason for removal or non-appointment by the Member.

**Section 4.15 Paid Employees – Restriction.** Paid employees and spouses of paid employees of the Corporation are not eligible for Board membership as this may present a conflict of interest.

**Section 4.16 Conflict of Interest.** Each director of the Board of Directors shall be required to complete an Archdiocesan conflicts of interest disclosure form annually and make known any potential conflicts of interest that may impair that director's ability to serve on the Board of Directors.

**Section 4.17 Compensation and Reimbursement.** Directors shall not receive compensation from the Corporation for their services rendered as directors. They may, however, receive reasonable reimbursement for expenses incurred in the course of their duties.

**Section 4.18 Duties and Powers of the Board of Directors.** The Board shall be responsible for all aspects of the formal educational program of the Corporation. Working in close consultation with its administrative officers, (President), and hearing its many constituencies, the Board of Directors shall formulate policies that will enable the schools to reach agreed-upon goals. These goals will be related, but not limited, to the overall goals established by the Archdiocese of Indianapolis. Subject to the delegated (reserved powers) of the Member, the Board shall be responsible for:

- a) Establishing, and recommending to the Member for approval, a three-to-five-year strategic plan (including school improvement plans) for the Corporation with ongoing monitoring and annual review/revision. Said strategic plan shall follow *the National Standards and Benchmarks for Effective Catholic Elementary and Secondary Schools (NSBECS, 2012 or latest edition)*;
- b) Formulating and enacting general, educational and financial policies that guide the administration in achieving the objectives of the strategic plan. Said policies enacted



by the Board shall be in compliance with the Canon laws of the Roman Catholic Church, Indiana civil law regarding accredited non-public schools and not-for profit corporations, and the policies of the Member (Archdiocese). Such policies shall guide planning and administration in the following areas:

- i. Faith Community affairs;
  - ii. Academic affairs;
  - iii. Student affairs;
  - iv. Business affairs;
  - v. Institutional Advancement/Development/Enrollment affairs;
  - vi. Personnel affairs.
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- c) Developing and preparing the long-term financial plan, annual operating budget, monthly financial reports, and end-of-year financial statement of the Corporation in conjunction with the School administration, and presenting these to the Member;
  - d) Participating in the evaluation of the effectiveness of the Chief Administrator (President), using the prescribed Archdiocesan performance appraisal process for chief administrators as prescribed by the Office of Catholic Schools;
  - e) Participating in the evaluation of policies and plans and the effectiveness of Board operations;
  - f) Directing the implementation of Archdiocesan and local educational policy in the School through the Chief Administrator (President) and his/her delegates;
  - g) Oversight of and active participation in comprehensive institutional advancement/development planning and programs for the school designed to attract human and financial resources including: communication, public relations, marketing, fund-raising, student enrollment management and retention, alumni affairs, etc.;
  - h) Communicating effectively with the school community which includes: parents; students; faculty and staff; alumni and alumni parents; donors and prospective donors; business partners; foundations; deanery pastors, parishes, principals, schools and school commissions; and, other stakeholders;
  - i) Oversight and evaluation of overall mission effectiveness of the School in the context of the Catholic Faith.

## **ARTICLE V** **BOARD OF DIRECTORS MEETINGS**

**Section 5.1 Regular Meetings of the Board.** Regular meetings of the Board of Directors shall be held at least quarterly (although most Boards meet more frequently), at such time and place as the Board of Directors shall from time to time determine. Said meetings may be held within or outside of the State of Indiana.

**Section 5.2 Meetings by Telecommunication Device.** Directors or any committee appointed by the Board of Directors may participate in a meeting by means of conference telephone or similar communications equipment if all persons participating in the meeting can hear each other simultaneously, and participation in such meeting in such manner shall constitute presence in person (although presence in person is always preferable).

**Section 5.3 Action by Written Consent.** Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting, if all members of the Board of Directors or of such committee, as the case may be, at the time in office, consent thereto in writing and the writing or writings are filed with the Minutes of the proceedings of the Board of Directors or of such committee. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a prior or subsequent effective date.

**Section 5.4 Special Meetings of the Board.** Special meetings of the Board of Directors may be called by any Director or the Member (or his designee), at any time by means of such written notice by first class mail, courier service, telephone or telegraph, electronic mail, facsimile or such other communication reasonably designed to provide prompt notice to the time, place and purpose thereof to each director, as the President in his discretion shall deem sufficient. Any action taken at any such meeting shall not be invalidated for want of notice if such notice shall be waived as hereinafter provided.

**Section 5.5 Notice and Mailings.** All written notices required to be given by any provisions of these Bylaws shall state the authority pursuant to which they are issued. Every written notice shall be deemed duly served when the same has been deposited in the United States Mail with first class postage fully prepaid, delivered to a courier service, transmitted by facsimile, transmitted by electronic mail, text message or such other written communication reasonably designed to provide prompt notice, plainly addressed to the addressee at his/her last address appearing on the appropriate record of this Corporation.

**Section 5.6 Waiver of Notice.** Notice of the time, place and purpose of any meeting of the Board of Directors may be waived by first class mail, courier service, electronic mail, text message, facsimile or other writing, either before or after such meeting has been held. Attendance at any meeting, except for the sole purpose of objecting to the holding of such meeting, shall constitute a waiver of notice of said meeting.

**Section 5.7 Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business.

**Section 5.8 Manner of Acting.** The act of the majority of the directors present at a meeting in which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws.

**Section 5.9 Open Meetings.** All meetings are to be open meetings unless designated as being executive sessions. Policy decisions made in executive sessions must be presented and voted on at open sessions before becoming effective. In order for the Board to go into an executive session, a motion for executive session must be made, seconded and approved by the Board. The right of non-members to address the Board shall be limited to those whose petitions have been approved for the agenda in advance of the meeting. Petitions must be addressed to the chairperson of the Board and approved at least forty-eight (48) hours prior to the meeting.

**Section 5.10 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.

**Section 5.11 Attendance of Member or Administrative Officer Required.** A regular or special meeting of the Board may not be convened unless the Member, his designee, or the Administrative

Officer (President) is present.

## **ARTICLE VI** **OFFICERS**

**Section 6.1 Election of Officers.** Election of officers to the Board shall be held annually at the June meeting, which shall be effective for the following year commencing July 1.

**Section 6.2 Officers.** The following individuals shall serve as corporate officers:

- a) Chairperson
- b) Vice-Chairperson
- c) Secretary
- d) Chairperson of the Board Finance Committee (**recommended but not required**)
- e) President (chief school administrator serving as administrative officer of the Board)

**Section 6.3 Chairperson.** The Board Chairperson or Chair shall preside at all meetings of the Board and at Executive Committee meetings, and shall have all the general powers and duties which are usually vested in the office of the Chair, including the chairing of all regular and special meetings of the Board, scheduling of meetings, determining the agenda for meeting, appointing and removing committee members, naming the committee chairs, and developing the charges to the committees and assigning additional duties and responsibilities to individual Board members in conjunction with the Executive Committee. The Chairperson of the Board shall be a practicing Catholic.

**Section 6.4 Vice Chairperson.** In the absence or disability of the Chair, the Vice-Chair shall perform the duties and exercise the powers of the Chair. The Vice-Chair shall serve on the Executive Committee and also perform other duties as determined by the Chair. The Vice-Chairperson shall be a practicing Catholic.

**Section 6.5 Secretary.** The Secretary shall serve on the Executive Committee and shall ensure that minutes are kept of all meetings of the Board and that copies of agenda, minutes, resolutions, attendance, terms, correspondence, committee appointments and other Board actions are maintained in a permanent record. Such documents and records are to be provided to all members of the Board in a timely manner in conjunction with the Administrative Officer (President). Note: Any of the duties of the Secretary may be performed by an assistant secretary (non-Board staff position), who shall be responsible to and report to the Board Secretary for purposes of carrying out these responsibilities.

**Section 6.6 The Chairperson of the Board Finance Committee.** It is recommended by OCS, but not required, that the Chairperson of the Board Finance Committee serve as an officer of the Board and the Executive Committee. The financial health of the mission and implications of mission planning and programming on financial health need to be taken into account on all decisions and policies (Finances should not govern the mission, but these should always be part of the decision-making process).

**Section 6.7 Term.** All officers shall serve one-year terms, and may serve a maximum of three consecutive terms in the same office except for the administrative officer who serves *ex-officio* because of his/her office as President (chief administrative officer (see Article X)).

**Section 6.8 Removal of Officers.** Except for the President (Administrative Officer), any officer may be removed by the Board of Directors whenever, in the judgment of the Board, the best interest of the Corporation will be served thereby. Such actions require a quorum and consultation with the Member or designee (Superintendent) as appointment and removal of members is a Delegated (reserved) Power of the Archbishop.

## **ARTICLE VII** **COMMITTEES**

**Section 7.1 Executive Committee.** Members of the Executive Committee shall be the elected officers of the West Deanery Unified Catholic Schools, Inc. Board of Directors and the Chief Administrator (President) serving as administrative officer of the Board. The Administrative Office and the Chairperson serve as *ex-officio* members of all other committees of the Board.

**Section 7.2 Executive Committee Meetings.** The executive committee shall meet at least two weeks prior to the regular meeting of the Board to prepare the board agenda. The agenda and written committee reports will be available to board members at least one week prior to the regularly scheduled Board meeting to ensure adequate time for members to read and understand the documents presented before the meeting.

**Section 7.3 Standing or Special Committees.** The Board of Directors in conjunction with the Board Chairperson may establish such other standing committees or special *ad hoc* committees or task forces as it determines is warranted in the exercise of its discretion.

The recommended standing committee structure for the West Deanery Unified Catholic Schools, Inc. is as follows and corresponds to the four Domains of the *National Standards and Benchmarks for Effective Catholic Schools* (in parentheses):

- a) Executive Committee (see Sections 6.2 and 7.1-2) (*Domain: Governance and Leadership*)
- b) Mission Effectiveness Committee (Catholic identity, relation to parishes, evaluation of mission) (*Domain: Mission and Catholic Identity*)
- c) Policy and Planning Committee (initiating planning, policies, evaluation, monitoring) (*Domain: Governance and Leadership*)
- d) Facilities Committee (long-term buildings and grounds planning) (*Domain: Operational Vitality*)
- e) Finance Committee (long-term and annual budgets, planning, monitoring, and reporting) (*Domain: Operational Vitality*)
- f) Committee on Members (member recruitment, mentoring, preservice and inservice training, nominations, officers, etc.) (*Domain: Operational Vitality*)
- g) Institutional Advancement Committee (development, communication, public relations, marketing, fund-raising, student enrollment management and retention, alumni affairs, etc.) (*Domain: Operational Vitality*)  
(The following committees should not be operated separately from the Institutional Advancement Committee and function. These can be also be considered sub-committees or part of the Advancement Committee function)

- i. Marketing or Enrollment Committee or Sub-Committee
- ii. Communication Committee or Sub-Committee

Adapted from CSM

Note: The NSBECS Domain, *Educational Excellence*, is an administrative function and is monitored by the entire Commission.

**Section 7.4 Appointment.** Members of the standing or special committees shall be appointed by the Chairperson of the Corporation in consultation with the Executive Committee. Committee chairpersons must be members of the Board, although individual committee members may be drawn from outside of the Board membership according to their skills and interests. Care should be exercised in ensuring the appointment of persons to committees who reflect the teachings and values of the Catholic Church in their lives (See section 4.8, Vetting).

**Section 7.5 Committee Charges.** Specific committee charges shall be adopted each year by the Board at its annual meeting.

## **ARTICLE VIII** **OWNERSHIP AND CONTROL OF CORPORATION ASSETS**

**Section 8.1 Ownership.** The Corporation holds title to and is the sole owner of the property and assets used to operate or carry on the ministries and service institutions set forth in Exhibit 8.1 except as noted in Section 8.3.

**Section 8.2 Operational Control.** The Corporation operates its ministries identified in Exhibit 8.1 for the benefit of the Christian Faithful in central and southern Indiana and in the support of the Archdiocese of Indianapolis, Inc.

**Section 8.3 Real Estate.** The Corporation leases the real estate located at 3360 W. 30th Street, Indianapolis, IN (Cardinal Ritter High School) and 3356 W. 30th Street, Indianapolis, IN (St. Francis Hall) from the Archdiocese of Indianapolis Properties, Inc., and also uses the real estate located at 3352 W. 30th Street, Indianapolis, IN (St. Michael-St. Gabriel Archangel School) by agreement with St. Michael the Archangel Parish, Inc. The legal title to all property is held by Archdiocese of Indianapolis Properties, Inc.

## **ARTICLE IX** **ADMINISTRATION OF PROPERTY**

**Section 9.1 Board of Directors.** Except as set forth in Section 2.1 above, the Board of Directors is vested with the authority to manage, supervise and control the business, property, affairs and funds of the Corporation in cooperation with the participating parishes. The day-to-day business affairs of the Corporation's ministry shall be administered by individuals employed by the Corporation and or through vendor agreements with independent contractors.

**Section 9.2 Administrative Support Services.** The Corporation shall enter into a service contract(s) with the Archdiocese of Indianapolis, Inc. to provide certain management and administrative support to the Corporation regarding the management or protection of property, including but not limited to management services, school safety, property and liability insurance, and other like services for which fees will be assessed. The Corporation shall enter into a service

contract(s) with the Archdiocese of Indianapolis, Inc. to provide management and administrative support to the Corporation. Note: Schools cannot refuse to participate in the activities and services of the OCS.

## **ARTICLE X** **CHIEF ADMINISTRATOR**

**Section 10.1 Role and Accountability.** The Chief Administrator of the Corporation (President) shall be appointed by the Member or his designee upon recommendation of the Board and approval of said recommendation by the Dean of the Indianapolis West Deanery following all procedures of the Office of Catholic Education for the screening, vetting and appointment of Chief school officers. The Chief Administrator shall have responsibility for the ordinary administration of the Corporation following all procedures of the Office of Catholic Schools regarding the Academic and Student Affairs of the schools and other archdiocesan agencies regarding the financial, development and property management of the Corporation. The Chief Administrator shall have responsibility for the ordinary administration of the Corporation including the final appointment of school principals and other administrators, faculty and staff. The Chief Administrator reports regularly to the Board and is ultimately accountable to the Archbishop (Member) or his appointed designee (Superintendent).

**Section 10.2 Relationship to the Board.** The Chief Administrator of the Corporation (President) shall serve as an *ex-officio* non-voting Administrative Officer of the Board and shall be responsible for professional educational leadership and the implementation of Board policy. The President may call meetings of the Executive Committee and shall be responsible for bringing information to the Board, including Archdiocesan policies, procedures, regulations, best practices and plans. The Dean of the West Deanery and Board shall have a role in the hiring, evaluation and retention of the Chief Administrator, as determined by the Member or his appointed designee according to the Performance Appraisal Process for Chief Administrators and these Bylaws.

**Section 10.3 Administration vs. Governance Function.** With Board and Archdiocesan policy as a guide for administrative discretion (governance), the Chief Administrator of the Corporation (President); not the Board of Directors, shall be vested with authority in all decisions related to the day-to-day ordinary administration of the School including professional educational decisions, academic affairs, student affairs and personnel affairs including employee relations, hiring and termination of employees, administration of salaries and benefits and other employment related matters. The Chief Administrator (President) and his/her administrative delegates shall coordinate major educational, student and employment decisions with the Superintendent of Catholic Schools or his/her designee.

## **ARTICLE XI** **EXECUTION OF INSTRUMENTS**

**Section 11.1 Checks, Drafts and Money Orders.** All checks, drafts and orders for payment of money shall be signed in the name of the Corporation by the President or such officer or agent as selected by the Board of Directors. Administrators shall be delegated authority to issue checks, drafts and orders for payment of money in the name of the Corporation in their capacity as agent.

**Section 11.2 Contracts, Conveyances and Other Legal Documents.** When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the President may execute the same in the name of or on behalf of this Corporation. The

Board of Directors shall have power to designate the officers and agents who shall have authority to execute any instrument on behalf of this Corporation.

## **ARTICLE XII** **PURCHASED SERVICES**

**Section 12.1 Service Contracts.** It is anticipated that the Corporation will receive management and administrative services from Archdiocese of Indianapolis, Inc. When the Corporation purchases services from the Archdiocese of Indianapolis, Inc, or any Affiliated or Subsidiary Organizations, such service shall be fully documented in the form of a written service contract.

## **ARTICLE XIII** **SECRETARIAT FOR CATHOLIC SCHOOLS**

**Section 13.1 Secretariat for Catholic Schools.** The Secretary for Catholic Schools (AKA, Superintendent of Catholic Schools) is appointed by the Member and is delegated authority as his appointed designee to act on his behalf in the area of Catholic school education for the Archdiocese of Indianapolis. The Superintendent reviews and approves certain Board recommendations based on the policies and directives of the Archdiocese and these Bylaws, specifically those in the areas of Catholicity, religious education, academic quality, and fiscal responsibility and any Board actions regarding the Delegated (reserved) powers of the Archbishop. The Superintendent shall have primary responsibility for the performance appraisal process for the Chief Administrator (President) with input from the Dean and Board of Directors as provided in Archdiocesan policies and guidelines regarding school administrators. The Office of Catholic Schools (OCS) is the agency within the Secretariat that provides direct services, guidance, training, evaluation/accreditation review and leadership for Catholic schools under the direction of the Superintendent.

## **ARTICLE XIV** **INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS**

**Section 14.1 Indemnification.** 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 proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) which action, suit or proceeding is by reasons of the fact that the person is or was (i) a Director of this Corporation, (ii) an officer or employee of this Corporation, (iii) an agent authorized by the Corporation to act on behalf of the Corporation, and (iv) each person who serves or has served at the request of the Corporation as a Director, officer or committee member of this Corporation. The indemnification shall be against expenses (including attorney's fees), judgment and fines, against him/her in connection with such action, suit or proceeding. The indemnification shall only apply if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to the best interest of the Corporation. With respect to any criminal action or proceeding, there must have been no reasonable cause to believe his/her conduct was unlawful. It is intended that the scope of this indemnification shall at all times be as extensive as that allowed by the statutes of the State of Indiana governing not-for-profit corporations as they are amended from time to time. The Corporation may indemnify such other persons as determined by the Board of Directors.

**Section 14.2 Insurance.** The Corporation shall purchase and maintain insurance through the Archdiocesan self-insurance program in accordance with the existing policies and practices. Such insurance policies shall be maintained on behalf of any person indemnified under Section 14.1 and any person who is or was serving at the request of this Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise insuring against any liability under the conditions described in Section 14.1 subject to the power of the Corporation to indemnify such person under applicable law.

## **ARTICLE XV** **CANONICAL PRESCRIPTIONS**

**Section 15.1 Recognition of Canon Law.** Pursuant to the Code of Canon Law the Archbishop of Indianapolis has specific responsibility and right to establish and supervise Catholic schools within his jurisdiction. The Board of Directors shall recognize and preserve the Archbishop's canonical responsibilities, relationships and powers in exercising their management, supervision and control of the Corporation.

**Section 15.2 Roles to be Ensured Pursuant to Code of Canon Law.** The Board of Directors shall recognize the following roles of the Archbishop and shall take no action that will interfere with the exercise of the prescribed roles (Canon=c.#):

**Section 15.2.1 Archbishop's Canonical role in:**

- a) The establishment of schools (c.803);
- b) Implementation of the general norms issued by the Conference of Bishops (USCCB) and the regulation of such education according to such norms. (c. 804);
- c) Assuring that the Directors and Administrators of the School provide instruction that academically distinguishes the School as compared to other schools in the region. (c.806);
- d) The right to name or approve teachers of religion and likewise to remove or to demand the removal of teachers if it is required for moral reasons. (c.805);
- e) Other acts specifically reserved to the Archbishop of Indianapolis pursuant to the Code of Canon Law.

## **ARTICLE XVI** **AMENDMENTS OF THE BYLAWS**

**Section 16.1 Amendments.** The power to amend the Corporation's Bylaws or to adopt new Bylaws shall be vested in the Member. The Bylaws may be amended or repealed by the affirmative vote of two-thirds of the Board members present at a duly constituted regular or special meeting of the Board. All revisions recommended by the Board shall become effective only upon approval of the Archbishop, as Member, or his appointed designee. The Bylaws may contain any provision for the regulation and management of the affairs of this Corporation not inconsistent with the Act, other applicable law, the Corporation's Articles of Incorporation and the Code of Canon Law.



**Section 16.2 Effective Date.** These Bylaws became effective on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, through action taken by the Member on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, which is recorded in its minutes.

**ARTICLE XVII**  
**MISCELLANEOUS**

**Section 17.1 Books and Records.** The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Member, Board of Directors and committees having authority from the Board of Directors. All books and records of the Corporation may be inspected by the Member or its agent or attorney for any proper purpose at any reasonable time.

**Section 17.2 Fiscal Year.** The fiscal year of the corporation shall begin at the beginning of the 1st day of July and end at the close of the last day of June.

**Section 17.3 Bylaws Review.** The Bylaws shall be reviewed every two (2) years and revised as deemed necessary.

**Section 17.5 Racial Nondiscrimination.** It is the policy of this Corporation to operate the school in a racially nondiscriminatory manner. The Corporation shall admit students of any race, color, national and ethnic origin and afford such students with all the rights, privileges, programs, and activities generally accorded or made available to students at the school. Further, the Corporation shall take affirmative action to assure that its school(s) do not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other school-administered programs.

The statement of racial nondiscrimination shall be included in all its brochures, catalogues, advertisements and websites dealing with student recruitment, admissions, programs, and scholarships.

**ARCHBISHOP OF INDIANAPOLIS, as MEMBER**

By\_\_\_\_\_

**EXHIBIT 8.1**  
**ASSETS OF THE CORPORATION**

The assets of the Corporation consist of the all personal property (tangible and intangible) and all real property of the following ministries and service institutions:

- A. Cardinal Ritter High School, 3360 W. 30th Street, Indianapolis, IN, (high school and junior high school educational ministries.
- B. St. Michael-St. Gabriel Archangel School, 3352 W. 30th Street, Indianapolis, IN (Elementary educational ministries by agreement with St. Michael the Archangel Parish, Inc.)
- C. St. Francis Hall, 3356 W. 30th Street, Indianapolis, IN (administrative support for ministries listed in A and B)

Explanatory Notes

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<sup>i</sup> A Board may recommend a name other than "Board of Directors" that appropriately designates its purpose as a governance body and reflects the unique local nature of the body.

<sup>ii</sup> Juridic Person: In the Church, besides physical persons, there are also juridic persons, that is, subjects in canon law of obligations and rights which correspond to their nature. A parish is considered a juridic person as is an interparochial high school. According to Canon 114 §1, Juridic persons are constituted either by the prescript of law or by special grant of competent authority given through a decree. They are aggregates of persons or of things ordered for a purpose which is in keeping with the mission of the Church and which transcends the purpose of the individuals.

<sup>iii</sup> President: Titles of such organizational positions may vary by school or organization and should be specified in the local bylaws.

NOTE: Revisions to this Template for Interparochial High School Bylaws were reviewed and approved by Archdiocesan Attorney, John S. (Jay) Mercer, May 27, 2016.