

LAFAYETTE CATHOLIC SCHOOL SYSTEM CONSTITUTION

PREAMBLE

The Bishop of the Roman Catholic Diocese of Lafayette-in-Indiana and the Churches of St. Mary Cathedral, St. Boniface, St. Lawrence, St. Thomas Aquinas, Blessed Sacrament, and St. Ann, in the Diocese of Lafayette-in-Indiana hereby establish a governance structure for the Lafayette Catholic School System (“LCSS”). Although the Bishop represents the Diocese in all juridic matters (canon 393, CIC 1983), he may choose to share his authority with others (canon 391, CIC 1983). The new governance structure is intended to make the LCSS more efficient and effective in advancing the ministry of Catholic education in the greater Lafayette region of the Diocese of Lafayette-in-Indiana.

The LCSS shall be governed by a Board of Trustees (“Trustees”), and a Board of Directors, (“Directors”). The Trustees and Directors shall have the powers and authority with respect to the oversight of the LCSS schools in the subject matter areas defined below. LCSS shall be managed by an Executive Director.

ARTICLE I. NAME

Section. 1.01 The name of the Organization shall continue to be the LAFAYETTE CATHOLIC SCHOOL SYSTEM (LCSS).

ARTICLE II. OFFICES

Section. 2.01 The principal office for LCSS is located at 2410 South 9th Street, Lafayette, Indiana.

ARTICLE III. PURPOSE

- Section. 3.01 **Purposes:**
- (a) To provide a Roman Catholic education for students at the Pre-Kindergarten or Kindergarten through grade 12 school level.
 - (b) To offer educational school opportunities for young students consistent with the mission to promote academic achievement and the development of Christian values and virtues in the Catholic tradition, for through education we seek to proclaim the Good News that Jesus Christ entrusted to the Church and to translate that proclamation into action.
 - (c) To perform such other activities as are consistent with the Organization’s primary purposes as a religious school.
 - (d) To be dedicated to and operated exclusively for non-profit purposes.

ARTICLE IV. TRUSTEES

Section. 4.01 **The Trustees.** The Trustees shall be comprised of at least five (5), and not more than seven (7), persons including Permanent Trustees who are the Pastors of St. Mary Cathedral, St. Boniface, and St. Lawrence parishes; and two (2) appointed clergy or religious; and two (2) appointed lay persons. The Diocesan Director of Education shall

serve as *ex officio* member. All appointments shall be made by the Bishop of the Diocese of Lafayette-in-Indiana.

Section. 4.02 **Term of Membership of Appointed Trustees.** Each Appointed Trustee shall serve a three (3) year term unless the appointed trustee shall resign sooner or be removed by the Bishop. The Appointed trustees shall be religious or lay representatives from parishes with sponsoring schools or parishes without schools that have children attending one or more LCSS schools.

Section. 4.03 **Powers and Authority Reserved to Trustees.** The Trustees are responsible for organization and its activities in the areas of Catholicity, Budget and Financial Viability, and Leadership:

- (a) **Catholicity** - To ensure the Catholic character and identity of the schools operated by the LCSS.
- (b) **Budget and Financial Viability** - To approve the Annual Budget and major capital expenditures for the LCSS, including the organization's annual audited financial statements and budget.
- (c) **Leadership** - To open and close an LCSS school that is part of the LCSS or is proposed to become part of the LCSS.

Section 4.04 **Meetings.** The Trustees shall meet at least one time per year or as needed. A Chairman shall be elected by the Trustees who shall preside over meetings, serve as a liaison with the Bishop, serve as spokesman for the Trustees, and sign all appropriate documents and correspondence that requires approval of Trustees.

ARTICLE V. BOARD OF DIRECTORS

Section 5.01 **Board of Directors.** The Board of Directors shall be the board responsible to oversee the operation of the LCSS schools.

- (a) **Powers and Responsibilities.** The Board of Directors shall be responsible for overseeing the management of the affairs of the LCSS Corporation and its affiliated schools. These powers may include but shall not be limited to the following:
 - 1. To select and to annually evaluate the Executive Director of the LCSS.
 - 2. To develop and recommend the annual operating and capital budget to the LCSS Trustees.
 - 3. To establish and maintain active Standing Committees.
 - 4. To authorize policies presented by the administration related to curriculum, instruction and assessment; school operations such as admissions, tuition, financial aid; and maintenance of facilities and equipment.
 - 5. To develop and execute LCSS planning, especially in the areas of admissions and retention that comprise enrollment management
 - 6. To oversee the development and execution of a marketing, recruitment and enrollment management plan.
 - 7. To oversee the development and advancement operation of the LCSS and its schools.

8. To serve as the primary public relations official for the LCSS and assure a coherent public relations strategy and program of activities.
- (b) **Scope of Authority.** The Board's authority shall be subject in all things to the canonical authority of the Diocesan Bishop:
1. As to Operation of the Schools. The Board shall provide oversight in all matters relating to the Advancement of Catholic Mission, the Educational Ministry, Operations, Marketing and Development, and other related programs and activities to be carried out by the LCSS and its affiliated schools. The Board shall approve and/or amend LCSS policy, develop the LCSS strategic plan and school strategic plans, approve the LCSS annual operation goals and plans, and review and submit the LCSS financial plan for approval by the Trustees.
 2. As to Its Own Internal Operation. The Board shall delegate to its Executive Committee specific duties and establish Ad Hoc Committees as needed. The Board shall approve new members to the Board before they are sent to the Bishop for approval in writing.
- (c) **Participating Parishes.** The following parishes shall be eligible to nominate one or more representatives to the Board:
1. St. Boniface
Lafayette, IN
 2. St. Lawrence
Lafayette, IN
 3. St. Mary of the Immaculate Conception Cathedral
Lafayette, IN
 4. St. Ann
Lafayette, IN
 5. St. Thomas Aquinas
West Lafayette, IN
 6. Blessed Sacrament
West Lafayette, IN

Section 5.02 **Selection and Term of Office of Directors**

- (a) **Number, Tenure and Qualifications.** The Board shall include both Appointed Members and Ex-Officio Members. The Appointed Members of the Board shall be comprised of not more than fifteen (15) and not less than eleven (11) Members. Appointed Members shall serve on the Board of Directors and chair all Board Standing Committees. A Priest selected by the Board of Trustees and approved by the Bishop to represent the participating parishes shall be recommended for appointment.
- (b) Representation from key stakeholder groups such as parents, teachers, and alumni from various parishes and schools shall be considered for Board and Standing Committee membership. Ex-Officio Members shall include the Diocesan Director of the Pastoral Office of Education (i.e., Superintendent of Schools), and the LCSS Executive Director.

- (c) **Qualifications of Members.** When determining membership on the Board, the Nominating Committee shall consider the candidate's parish affiliation(s) and his/her relationship to the Membership Level of the LCSS; stakeholder categories such as current or former parent of a Catholic school student, teacher or alumni; and qualifications relevant to the skills desirable for Board membership, including, but not limited to, participation in Church activities, character, educational and occupational experience, and any special training relevant to appointment.
- (d) **Method of Appointment.** All Appointed Members shall be recommended by the Nominating Committee, voted on by the Board of Directors, and approved by the Bishop in writing.
- (e) **Term of Members.** Each Member shall serve a term of three (3) years and until his/her successor has been appointed. The terms will be staggered so a term will expire each year for approximately one third of the appointed Members. Each such term shall commence and/or expire on the date of the first Board meeting of the school year. Each Member may only serve two (2) consecutive terms. A Member shall be eligible for reappointment for an additional one (1) term or two (2) terms if s/he has not served on the Board for one (1) full term.
- (f) **Term of Ex-Officio Members.** Ex-Officio Members' terms shall be continuous and identical to the length of time during which they hold their respective underlying positions, and their successors shall automatically become Ex-Officio Members for similar terms.
- (g) **Term of Replacement Member.** A replacement Member's term will be defined as a full term when greater than twenty-four (24) months.
- (h) **Term of Past-Chairperson.** The past-Chairperson of the Board will serve a one (1) year term immediately following the expiration of her/his term as Chairperson of the Board.
- (i) **Removal.** Consistent with canon law, if the Bishop deems it necessary, he may choose to remove a Member of the Board.
- (j) **Compensation and Expenses.** Members and Ex-Officio Members shall not receive any salaries for their services, but by resolution of the Board of Directors expenses incurred for the benefit of the LCSS may be reimbursed by the LCSS and/or its schools. No expense may be reimbursed unless a written request for reimbursement, accompanied by a receipt, is presented to the Treasurer of the Board.
- (k) **Limitation of Liability.** Board Members shall not be liable to LCSS or its schools for damages, regardless of the legal theory of the claim if acting appropriately on behalf of the Board and in compliance with school and diocesan policies and procedures. Further, Appointed Members shall not be liable to the LCSS or its schools for lost profits or for any special, incidental, or consequential damages whatsoever, even if the Appointed Member knew about the possibility of such damages, as long as the board member is acting in compliance with school and diocesan policies and procedures.
- (l) **Indemnification.** The LCSS shall defend, indemnify, and hold harmless Board Members from and against all damages to persons or property and any related costs and expenses, including court costs and reasonable attorney fees arising out of being a member of the Board, as long as the board member is acting appropriately and in compliance with policies and procedures of the schools and diocese.

Section 5.03 **Officers and Staff of the Board of Directors**

- (a) Board shall be chaired by four officers, to be elected by the full board and approved by the Bishop: (1) Chairperson, (2) Vice-Chairperson, (3) Secretary, and (4) Treasurer.
- (b) Each officer shall serve a two-year term.
- (c) The Chairperson shall write the agenda for meetings with the assistance of the Executive Director.
- (d) The Board of Directors shall be staffed by the Executive Director.

Section 5.04 **Meetings of the Board of Directors**

- (a) **Meetings.** The Board of Directors shall meet at least 6 times each year or as necessary at the call of the Executive Director or Chairperson. All meetings shall be held at the LCSS central offices, an LCSS school or some other convenient location within Tippecanoe County. The meeting agendas shall include committee reports, review of goals and performance, review of operational issues or changes, preparation and review of strategic plans, review of grievances, and review of any other items under the authority and jurisdiction of the Board. Additionally, the Executive Director shall submit a general report on the affairs of the LCSS and its schools. If allowed by the Executive Director or Chairperson, a meeting may be held telephonically.
- (b) **Special Meetings.** Special Meetings of the Board may be called by the Chairperson, Executive Director, the Bishop, or upon written request of a two-thirds majority of the Board.
- (c) **Notice of Meetings.** Written notice stating the place, day and time of any meeting of the Board shall be delivered either personally or by email to each Board Member, not less than five (5) days and no more than thirty (30) days before the date of such meeting. In case of a special meeting, the purpose or purposes for which the meeting is called shall be stated by the notice. Notice of meetings, including special meetings, may be waived in writing either before or after the meeting. Attendance at any meeting constitutes a waiver of notice thereof.
- (d) **Action by Members by Written Consent.** Any action required to be taken at a meeting of the Board, or any action which may be taken at a meeting of the Board, may be taken without a meeting, if prior to such action, a consent in writing, setting forth the action so taken, shall be signed by all Members and Ex-Officio Members entitled to vote with respect to the subject matter of note. Such written consent shall be filed with the minutes of the proceedings of the Board.
- (e) **Quorum.** A quorum shall be defined based on Board membership. At least fifty percent (50 percent) of the voting Members and Ex-Officio Members of the Board shall constitute a quorum for the transaction of business at any quarterly or special meeting and the Executive Director or designee and Chairperson or designee must be present.
- (f) **Voting.** All members of the Board, including both Members and Ex-Officio Members, except for the Executive Director, have one (1) vote, although consensus building will be the preferred method of decision-making.

- (g) **Order of Business.** The Executive Director and/or the Chairperson shall determine the order of business at meetings of the Board.
- (h) **Manner of Acting.** The act of a majority of the Board present at the meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by this Constitution.

Section 5.05

Committees of the Board

- (a) **Board Standing Committees.** The following are standing Board committees:
 1. Executive Committee, comprised of the four officers of the Board.
 2. Development Committee. The Development Committee shall have responsibility for developing programs aimed at improving enrollment at LCSS, overseeing programs aimed at raising money, and improving the public perception of LCSS.
 3. Finance Committee. The Finance Committee shall have responsibility for assisting the Executive Director in his or her financial responsibilities and recommending a budget to the Board of Directors, overseeing all aspects of the financial matters of the organization, preparing and presenting the LCSS budget, reviewing financial statements, and recommending financial policies for LCSS.
 4. Mission Committee. The Mission Committee shall have responsibility for maintaining and promoting a consistent Catholic identity throughout LCSS and for oversight of the LCSS Belief and Mission Statements. The Mission Committee shall include among its members the Executive Director, the principals of LCSS schools, and the pastors of St. Mary Cathedral, St. Boniface, and St. Lawrence. Other representatives may also serve on this committee.
 5. Nominating Committee. The Nominating Committee of the Board shall be responsible for assessing the requisite skills and competencies of each Board member, and providing to the Board and Bishop approved candidates to fill open appointed member positions. The Nominating Committee shall include three (3) members and shall be chaired by the Vice-Chairperson of the Board. Other members shall include the Past Chairperson of the Board, the Executive Director, and two at-large representatives recommended by the Executive Director and appointed by the Chairperson of the Board. Meetings of the Nominating Committee shall occur on an as needed basis.
- (b) Only appointed Members of the Board shall be eligible to serve as chairpersons of one of these and other Board Standing and Ad Hoc Committees.
- (c) The Executive Director shall identify and assign LCSS staff and shall work with Principals to identify and assign school faculty and staff to each Committee to work closely with the Committee Chairs to ensure that the Committees' efforts are relevant and achievable. They shall also act as LCSS liaisons in executing the plans of the Committees.
- (d) Standing Committees shall maintain minutes of each meeting with the support of the Executive Director.

- (e) **Ad Hoc Committees and Task Forces.** Other committees, including ad hoc committees and task forces of the Board, may be created by a majority of the Board. Such committees shall serve at the pleasure of the Board Chairperson and be of limited duration and scope.
- (f) **Vacancies.** Vacancies in the membership of any Board Standing Committee or Ad Hoc Committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- (g) **Quorum.** Unless otherwise provided in the resolution of the Board designating a Board Standing Committee or Ad Hoc Committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at meetings at which a quorum is present shall be the act of the committee thereof.
- (h) **Rules.** Each Board Standing Committee and Ad Hoc Committee may adopt rules for its own governance consistent with this Constitution or with rules adopted by the Board of Directors.

Section 5.06 **Books and Records**

The Board shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board Standing Committees, and Ad Hoc Committees. The books and records of the Board shall be kept in the office of the executive director and made available for inspection for any proper purpose at any reasonable time.

ARTICLE VI. EXECUTIVE DIRECTOR

Section 6.01 **Executive Director**

Executive Director shall be the person, preferably a practicing Catholic, having overall responsibility for all functions and operations of the LCSS, including, but not limited to the approval, hiring, evaluation, rehiring or termination of all LCSS central office staff and the principals of all schools operated by the LCSS. In the unexpected absence of the executive director, the executive committee of the Board of Directors shall assume responsibility for appointing an interim executive director and/or ensure the continued and un-interrupted operation of the schools.

Section 6.02 **Powers and Responsibilities.** The Executive Director shall have as his/her primary purpose to provide leadership of the affiliated LCSS schools in order to achieve the fullest attainment of the mission statement of LCSS and, as such, has the general charge and control of its personnel and budget, educational, fundraising, and development programs, recruitment and admissions, business affairs, and facilities.

The Executive Director shall work closely with the Principals, the Board of Directors, parent groups, and other groups within the school communities that comprise the LCSS to provide leadership with regard to the purpose, values, goals, and financial well-being of the LCSS and its school affiliates.

The Executive Director will act in accordance with all school and diocesan policies and procedures.

The Executive Director's authority and duties shall include the responsibility to administer, direct and coordinate all activities of the LCSS and to carry out such activities in concert with its philosophy and strategic objectives.

The Executive Director shall be responsible for facilitating the promulgation, application and implementation of LCSS policies and for liaison between the Board of Directors and the employees of the LCSS schools.

In particular, the Executive Director shall exercise leadership and responsibility in the following areas:

(a) **Faith Community**

1. Ensure that the Catholicity of each affiliated LCSS school is implemented and promoted among students, faculty, staff, parents, and alumni.
2. Articulate the mission of LCSS to parents, students, faculty, staff, alumni and the wider community, in concert with each school principal and LCSS staff.

(b) **Overall Policy**

1. Hire, supervise, evaluate, continue, and dismiss LCSS Principals and LCSS Staff (not assigned to an individual school).
3. Prepare and provide written job descriptions of all positions that report directly to the Executive Director defining their responsibility, authority, and accountability.
4. Conduct an annual evaluation of the personnel reporting to the Executive Director.

(c) **Planning**

1. Develop and update, in cooperation with the Board of Directors, the strategic plan for the future of LCSS schools, including short-term and long-term goals and objectives.
2. Coordinate any Board-approved strategic or long-range plans for the LCSS and its schools, ensuring that institutional resources are focused on delivering desired outcomes.

(d) **Continuity of Leadership**

1. Designate an individual employed by the LCSS to act for the Executive Director in his/her absence, in order to provide the LCSS with administrative direction and decision-making at all times. In event the Executive Director is temporarily unavailable or incapable of making decisions as school system chief, the Executive Director shall delegate interim responsibility for decision making for the LCSS to an LCSS principal or other staff member, in consultation with the Chairperson of the Board of Directors.

(e) **Board of Directors**

1. Act as administrative officer of the Board of Directors and serves on the Board as a nonvoting, ex-officio member.

2. Develop the agenda and prepare the necessary background material for Board meetings, in conjunction with the Chairman of the Board of Directors.
3. Present policy issues and recommendations to the Board of Directors.
4. Ensure the implementation of all Board policies.
5. Serve as ex-officio member of all Board committees.
6. Submit annual performance objectives to the Board for approval at the beginning of the school fiscal year. In addition to the responsibilities outlined in the role description, these objectives, along with the goals of the strategic plan, will form the basis of the Executive Director's performance evaluation.

(f) **Business Affairs**

1. Ensure the preparation of the annual operational budget for the LCSS and its affiliated schools.
2. Take all reasonable steps to conform to all applicable Federal, State and Local Laws and regulations, including those relating to licensure, state approval as private schools, fire inspection and other safety procedures.
3. Implement the control and effective utilization of the physical and financial resources of the school system by employing a system of responsible accounting, including normative budgetary and internal controls.
4. Submit an annual operating budget for Board approval through the Finance Committee of the Board.
5. Supervise the fiscal operations of the LCSS schools.
6. Ensure that financial audits are conducted according to diocesan procedures.
7. Oversee school policy regarding the administration of financial aid.
8. Oversee the collection of tuition through LCSS and school staff, and/or with the assistance of a designated third-party tuition collection provider.
9. Oversee the supervision of school facilities, including maintenance, plant and grounds staff.
10. Develop system-wide and school-specific policies and procedures regarding non-school use of school facilities, in close consultation with LCSS school principals.
11. Direct the marketing, recruitment and admissions programs for the LCSS and its affiliated schools.
12. Other duties as assigned by the Board of Directors, as indicated in the Executive Director's annual employment contract or letter of appointment.

This **LAFAYETTE CATHOLIC SCHOOL SYSTEM CONSTITUTION** is enacted this _____ day of _____, 2011.

Bishop of the Diocese of Lafayette-in-Indiana

Pastor, St. Mary Cathedral Church

Pastor, St. Boniface Church

Pastor, St. Lawrence Church

Pastor, St. Thomas Aquinas Church

Pastor, Blessed Sacrament Church

Pastor, St. Ann Church

December 19, 2011