

## LAFAYETTE CATHOLIC SCHOOL SYSTEM CONSTITUTION

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 ("Diocese"), have established the following governance structure for the Lafayette Catholic School System. 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). This governance structure is intended to advance the ministry of Catholic education in the greater Lafayette region of the Diocese through the Lafayette Catholic School System ("LCSS"), and in a manner consistent with the Purposes, as provided hereinbelow

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 under the supervision of the Trustees and Directors consistent with the provisions of this Constitution.

### ARTICLE I. NAME

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

### ARTICLE II. OFFICES

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

### ARTICLE III. PURPOSES

**Section. 3.01 The purposes of LCSS shall be:**

- (a) To provide a Roman Catholic education for students from pre-kindergarten through grade 12 school level;
- (b) To offer educational school opportunities, and to promote academic achievement and the development of Christian values and virtues for its students in the Catholic tradition. And, through such education, LCSS seeks 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 LCSS's purposes as a religious school;
- (d) To foster the principles and values set forth in LCSS' Mission Statement; and
- (e) To be dedicated to, and operated exclusively for, non-profit purposes.

### ARTICLE IV. TRUSTEES

**Section. 4.01 The Board of Trustees.** The Board of Trustees shall be comprised of at least five (5), and not more than seven (7), persons, and shall include Permanent, Appointed and Ex-Officio members. The Permanent Trustees shall be the pastors of the parishes which have sponsoring schools: St. Mary Cathedral, St. Boniface, and St. Lawrence parishes. The remaining Trustees shall be appointed by the Bishop of the Diocese; and these Appointed Trustees shall include at least one (1) but not more than two (2) persons who are members of a Catholic religious order and at least one (1) but not more than two (2) lay persons.

The Diocesan Superintendent of the Office of Catholic Schools and the LCSS Executive Director shall serve as Ex-Officio members of the Board of Trustees.

#### Section 4.02 **Trustee Membership.**

- (a) **Term of Trustee.** The Term of a Permanent Trustee shall be continuous and identical to the length of time of service to the Bishop in their position as the pastors for St. Mary Cathedral, St. Boniface, and St. Lawrence, respectively. Each Appointed Trustee shall serve a term of three (3) years or until his or her successor has been appointed unless the Appointed Trustee shall resign sooner or be removed by the Bishop. An Appointed Trustee shall be eligible for reappointment for one (1) additional three (3) year term, or for two (2) full additional three (3) year terms if he/she has not served on the Board of Trustees for one (1) full term per subsection 4.02(d). The Term of each Appointed Trustee shall commence on July 1, and Appointed Trustees' Terms shall be staggered so that the terms of Appointed Trustees do not all expire at the same time.
- (b) **Method of Trustee Appointment.** All Appointed Trustees shall be recommended by the Board of Trustees to the Bishop, and thereafter approved as an Appointed Trustee by the Bishop in writing.
- (c) **Qualifications of Appointed Lay Trustees.** The Appointed lay Trustees shall be members of parishes with sponsoring schools, or members of parishes without schools that have children attending one or more LCSS schools. When evaluating prospective lay members to be appointed to the Board of Trustees, the following factors may be considered: the candidate's parish affiliation(s); stakeholder categories of LCSS such as current or former parents of a Catholic school student, former teachers, or alumni; and may also consider qualifications relevant to the skills desirable for Trustee membership including, but not limited to, participation in Church activities, character, educational and occupational experience, and any special training relevant to fulfilling the responsibilities of the Board of Trustees.
- (d) **Term of Replacement Trustee.** A replacement Trustee's Term will begin upon his or her appointment by the Bishop, and the length of the Term of a replacement Trustee will be defined as a full Term when greater than twenty-four (24) months remain for the Term of the Trustee being replaced.
- (e) **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 position, and their successors shall automatically become Ex-Officio members for similar Terms.
- (f) **Removal of Trustee.** Consistent with canon law, if the Bishop deems it necessary, he may choose to remove a member of the Board of Trustees and/or choose to appoint a replacement Trustee member.
- (g) **Compensation and Expenses.** Trustee members, including Ex-Officio members, shall not receive any compensation for their services as Trustee members; however, upon an approved resolution of the Board of Trustees, expenses incurred by Trustee members 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 Chairperson of the Board of Trustees.
- (h) **Limitation of Liability.** Trustee members shall not be liable to LCSS or its schools for damages, regardless of the legal theory of the damage claim if acting on behalf of the Board of Trustees and LCSS and in good faith compliance with LCSS and Diocesan policies and procedures. Further, Trustee 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 a Trustee member knew about the possibility of such damages, as long as the Trustee member was, or is, acting on behalf of the Board of Trustees and LCSS and in good faith compliance with LCSS and Diocesan policies and procedures.

- (i) **Indemnification.** The LCSS shall defend, indemnify, and hold harmless Trustee members from and against all claims for 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 of Trustees, as long as the Trustee member was, or is, acting on behalf of the Board of Trustees and LCSS and in good faith compliance with LCSS and Diocesan policies and procedures.

**Section 4.03 Powers and Authority Reserved to Trustees.** The Trustees are responsible for oversight of LCSS' organization and its activities in the areas of Catholicity, leadership budget and financial viability:

- (a) **Catholicity.** To ensure the Catholic character and identity of the schools operated by the LCSS.
- (b) **Leadership.** To evaluate and approve, or not, proposals for any school that is to become part of the LCSS or proposals for the closing of any LCSS school; and to evaluate and approve, or not, the Board of Director's recommendations with respect to the hiring or termination of the person who serves as the Executive Director.
- (c) **Budget and Financial Viability.** To approve the annual budget (including LCSS tuition schedule) and annual financial statements for LCSS; and to approve major expenditures that have not been included in the annual fiscal (July 1 to June 30) year budget if the unbudgeted expenditures will, cumulatively, exceed four percent (4%) of the annual fiscal year budget.

The Trustees' authority and powers shall be subject to the canonical authority of the Diocesan Bishop.

**Section 4.04 Chairperson: Vice-Chairperson; Staff Assistance.**

- (a) **Election of Chairperson and Vice-Chairperson.** A Chairperson and Vice-Chairperson shall be elected by the Trustees. The Chairperson 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 Board of Trustees. In the absence of the Chairperson, the Vice-Chairperson shall assume the responsibilities and duties of the Chairperson. In the absence of both the Chairperson and Vice-Chairperson, the Pastor who has served the longest term of permanent Trustee shall then assume the responsibilities and duties of the Chairperson.
- (b) **Staff Assistance.** With the consent of the Executive Director, the staff of the Executive Director shall serve and assist the Board of Trustees.

**Section 4.05 Meetings.**

- (a) **Meetings.** The Trustees shall meet at least three (3) times per year or as needed. A meeting of the Trustees may be held in any manner (e.g., telephonically, Skype, FaceTime) that permits Trustees to listen and communicate with each other provided, however, that the required notice of such meeting has been given and that a quorum of Trustee members are present either in person or in such other manner that permits Trustee members to listen and communicate (e.g., telephonically, Skype, FaceTime) contemporaneously with all other Trustee members who are present in attendance either in person or in such other manner (e.g., telephonically, Skype, FaceTime).
- (b) **Special Meetings.** Special meetings of the Trustees may be called by the Chairperson, the Bishop, or upon written request of a majority of the Trustee members.
- (c) **Notice of Meetings.** Written notice stating the place, day and time of any meeting of the Trustees shall be delivered either in person, by U.S. mail, or electronically (e.g., email, facsimile) to each Trustee member, not less than seven (7) days nor more than ninety (90) days before the date of such meeting.

In the case of a Special meeting, the purpose or purposes for which the meeting is called shall be stated in the notice. Notice of meetings, including Special meetings, may be waived in writing either before or after the meeting provided such waiver or waivers are signed by all Trustee members. However, in the case of regularly scheduled Trustee meetings, (e.g., the 2<sup>nd</sup> Tuesday in February for the primary purpose of approving the next school year's tuition schedule; the 3<sup>rd</sup> Tuesday in March for primary purpose of approving the next fiscal year's annual budget; the 2<sup>nd</sup> Tuesday in September for primary purposes of reviewing financial updates, LCSS enrollment and Catholicity in LCSS matters) written advance notice shall not be required. Attendance at any meeting either in person or in any other manner (as provided in subsection 4.05(a)) constitutes a waiver of any advance notice requirement.

- (d) **Voting.** Each member of the Board of Trustees, including each Ex-Officio Trustee member, shall have one (1) vote; consensus building is the preferred method of decision-making.
- (e) **Quorum.** A quorum shall be based on Trustee membership. At least fifty-one percent (51%) of the voting members of the Trustees shall constitute a quorum for the official approved transaction of business at any Trustees' meeting.
- (f) **Approved Trustee Actions.** Any action which is approved by a majority of the Trustees, who are present (in person or in any other manner as provided in subsection 4.05(a)) at a meeting (i) for which required notice has been given – unless such notice is not required under subsection 4.05(c) or if such notice is properly waived – and (ii) for which a quorum is also present, shall be the official approved action of the Board of Trustees, unless the approval of a number greater than majority approval for such action is required by this Constitution. Any action to be taken at a meeting of the Trustees may also be an approved action of the Trustees without a meeting if, prior to the implementation of such action, consent in writing, setting forth the action to be taken is signed by all Trustee members entitled to vote with respect to the subject matter of the action. Such written consent shall be filed with the minutes of the proceedings of the Trustees.
- (g) **Agenda and Order of Business for Meetings.** The Chairperson, with the assistance of the Executive Director, shall determine the written agenda and order of business at meetings of the Board of Trustees.
- (h) **Ex-Officio Members Presence at Meetings.** The presence of Ex-Officio members at regularly scheduled or special Trustee meetings is desired and strongly recommended.

## ARTICLE V. BOARD OF DIRECTORS

**Section 5.01 Board of Directors.** The Board of Directors ("Board" for purposes of this Article V) shall be responsible for overseeing the operations and management of the LCSS and its affiliated schools.

- (a) **Board Authority and Responsibilities.** The Board's authority and responsibilities shall include, but not be limited to, the following:
  - 1. To provide oversight in all matters relating to the advancement of LCSS's Mission Statement, educational ministry, operations, marketing and advancement (f/k/a development), and other related programs and activities to be carried out by the LCSS and its affiliated schools.
  - 2. To: approve and/or amend LCSS policies; develop the LCSS overall strategic plan and individual school strategic plans; approve the LCSS annual goals and plans; review and submit the LCSS annual budget (including tuition schedule) for approval by the Trustees; and submit major unbudgeted expenditures, as referenced in subsection 4.03(c) above, for approval by the Board of Trustees in advance of such expenditure or expenditures.

3. To establish and maintain an Executive Committee, active standing committees, and ad hoc committees, as needed.
4. To delegate specific duties to its Executive Committee, standing committees and ad hoc committees as needed, such as the duties set forth in subsection 5.05.
5. To annually evaluate the Executive Director of the LCSS, and to make recommendations to the Trustees for the hiring or termination of the person who serves in the position of Executive Director. The Superintendent of the Office of Catholic Schools for the Diocese (“Superintendent”) shall, in collaboration with the Board of Director’s Chairperson, be responsible for developing and designing the search criteria and process for hiring the Executive Director. The Superintendent shall also have the primary responsibility for managing the performance appraisal process and criteria for the Executive Director in collaboration with the Board’s Chairperson and the Board of Directors.
6. To approve policies that the Board initiates, or which are presented by the LCSS administration to the Board related to: curriculum; instruction and assessment; school operations, such as admissions, tuition and financial aid; and maintenance of facilities and equipment.
7. To develop and execute LCSS planning, especially in the areas of admissions and retention that comprise enrollment management.
8. To oversee the development and execution of a marketing, recruitment and enrollment management plan.
9. To oversee the development and advancement of the operations of the LCSS and its schools.
10. To assure a coherent public relations strategy and program of activities.

(b) **Scope of Authority.** The Board’s authority and powers shall be subject to the “power and authority” reserved by the Trustees, as set forth in subsection 4.03 of this Constitution, and shall also be subject in all respects to the canonical authority of the Diocesan Bishop.

**Section 5.02 Board of Director Members.**

(a) **Participating Parishes.** The following parishes shall be eligible to nominate one or more representatives to be members of 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

- (b) **Number, Tenure and Qualifications.** The Board shall include both appointed 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. A priest selected by the Board of Trustees and approved by the Bishop to represent all of the participating parishes shall be one (1) of these Appointed Board members. Ex-Officio members of the Board shall include the Diocesan Superintendent of the Office of Catholic Schools, the LCSS Executive Director and “Past-Chairperson” of the Board as provided in subsection 5.02(i).
- (c) **Stakeholder Representation.** Representation from key stakeholder groups of LCSS such as parents, teachers, and alumni from various parishes and schools shall be considered for Board membership and for standing committee membership.
- (d) **Qualifications of Members.** When evaluating prospective individuals for membership on the Board, the Board’s Nominating Committee shall consider the following: the candidate’s parish affiliation(s) and his/her relationship to the LCSS; stakeholder categories such as current or former parents of a Catholic school student, former teachers or alumni; and may also consider 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 or knowledge relevant to fulfilling the responsibilities of the Board.
- (e) **Term of Members.** Each Board member shall serve a Term of three (3) years or until his/her successor has been appointed unless the appointed member shall resign sooner or be removed by the Bishop. The Terms of the Board members will be staggered so that the Terms will expire each year for approximately one third ( $\frac{1}{3}$ ) of the appointed members. Each such three (3) year Term shall commence on January 1 and end on December 31. A member shall be eligible for reappointment for one additional three (3) year term, or for two (2) full additional three (3) year terms if she/he has not served on the Board for one (1) full term per subsection 5.02(g) below.
- (f) **Method of Appointment.** All appointed Board members shall be recommended by the Board’s Nominating Committee, voted on by the Board of Directors, and approved by the Bishop in writing.
- (g) **Term of Replacement Member.** A replacement member’s Term will begin upon his or her appointment by the Bishop; the length of the Term of a replacement Board member will be defined as a full Term when greater than twenty-four (24) months remain for the Term of the Board member being replaced.
- (h) **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 position, and their successors shall automatically become Ex-Officio Board members for similar Terms.
- (i) **Term of Past-Chairperson.** The Past-Chairperson of the Board will serve a one (1) year term as a Board member immediately following the expiration of her/his Term as Chairperson of the Board.
- (j) **Removal of Board Member.** Consistent with canon law, if the Bishop deems it necessary, he may choose to remove a member of the Board and/or to appoint a replacement member.
- (k) **Compensation and Expenses.** Members, including Ex-Officio members, shall not receive any compensation for their services as Board members; however, upon an approved resolution of the Board of Directors, expenses incurred by Board members 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.

- (l) **Limitation of Liability.** Board members shall not be liable to LCSS or its schools for damages, regardless of the legal theory of the damage claim if acting on behalf of the Board and LCSS and in good faith compliance with LCSS and Diocesan policies and procedures. Further, appointed Board 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 Board member knew about the possibility of such damages, as long as the Board member was, or is, acting on behalf of the Board and LCSS and in good faith compliance with LCSS and Diocesan policies and procedures.
- (m) **Indemnification.** The LCSS shall defend, indemnify, and hold harmless Board members from and against all claims for 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 was, or is, acting on behalf of the Board and LCSS and in good faith compliance with LCSS and Diocesan policies and procedures.

#### Section 5.03 Executive Committee; Officers; Staff Assistance

- (a) **Executive Committee.** The Executive Committee of the Board of Directors shall be comprised of the following officers: (1) Chairperson, (2) Vice-Chairperson, (3) Secretary, (4) Treasurer and Superintendent. Whoever serves the Bishop as the Diocesan Superintendent shall be a permanent member of the Executive Committee.
- (b) **Method of Appointment.** A candidate for each officer position of the Executive Committee must first be recommended by the Nominating Committee to the Board and then voted upon by the Board of Directors. To qualify for any officer position, the officer candidate must be an existing Board member.
- (c) **Term of Officer.** Each officer shall serve a two (2) year Term.
- (d) **Staff Assistance.** With the consent of the Executive Director, the staff of the Executive Director shall serve and assist the Board of Directors.

#### Section 5.04 Meetings of the Board of Directors

- (a) **Meetings.** The Board of Directors shall meet at least six (6) times each year, or as necessary at the call of the Executive Director or the Board Chairperson. All meetings shall be held at the LCSS central offices, a LCSS school or some other convenient location within Tippecanoe County. The meeting agendas may include committee reports, review of goals and performance, review of operational issues or changes, review of and/or changes to policies, preparation and review of strategic plans, 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 at each meeting. If requested by the Executive Director or Board Chairperson, a meeting of the Board of Directors may be held in any manner (e.g., telephonically, Skype, FaceTime) that permits Board members to listen and communicate with each other provided, however, that the required notice of such meeting has been given and that a quorum of Board members are present either in person or in such other manner that permits Board members to listen and communicate (e.g., telephonically, Skype, FaceTime) contemporaneously with all other Board members who are present in attendance at such meeting in person or in such other manner (e.g., telephonically, Skype, FaceTime).
- (b) **Special Meetings.** Special meetings of the Board may be called by the Board Chairperson, Executive Director, the Bishop, or upon written request of two-thirds (2/3<sup>rd</sup>) of the Board members.

- (c) **Notice of Meetings.** Written notice stating the place, day and time of any meeting of the Board shall be delivered either in person, by U.S. mail or electronically (e.g., email, facsimile) to each Board member, not less than five (5) days nor 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 in the notice. Notice of meetings, including special meetings, may be waived in writing either before or after the meeting provided such written waiver or waivers are signed by all Board members. In the case of regularly scheduled Board meetings, e.g., the second (2<sup>nd</sup>) Wednesday of every other month, written advance notice shall not be required. Attendance at any meeting either in person or in any other manner as provided in subsection 5.04(a) constitutes a waiver of any advance notice requirement.
- (d) **Voting.** Each member of the Board, including each Ex-Officio Board member, shall have one (1) vote; consensus building is the preferred method for decision-making.
- (e) **Quorum.** A quorum shall be based on Board membership. At least fifty-one percent (51%) of the voting members of the Board shall constitute a quorum for the official approved transaction of business at any Board meeting.
- (f) **Approved Director's Actions.** Any action which is approved by a majority of the Board of Directors present (in person or in any other manner as provided in this subsection 5.04(a)) at the meeting (i) for which proper notice has been given – unless such notice is not required under subsection 5.04(c) or if such notice is properly waived– and (ii) for which a quorum is also present shall be the official approved action of the Board of Directors, unless the approval of a number greater than majority approval for such act is required by this Constitution. Any action to be taken at a meeting of the Board may also be an approved Board of Directors' action without a meeting if, prior to the implementation of such action, a consent in writing, setting forth the action to be taken, shall be signed by all Directors entitled to vote with respect to the subject matter of the action. Such written consent shall be filed with the minutes of the proceedings of the Board.
- (g) **Agenda and Order of Business for Meetings.** The Board Chairperson, with the assistance of the Executive Director, shall determine the written agenda for Board meetings and the order of business at such Board meetings.
- (h) **Ex-Officio Members Presence at Meetings.** The presence of Ex-Officio members at regularly scheduled or special Board of Director meetings is desired and strongly recommended.

#### Section 5.05 Committees of the Board

- (a) **Board Standing Committees.** The following are Board of Directors' standing committees:
  1. **Executive Committee.** The Executive committee (including the Superintendent as a permanent member of the Executive Committee) shall work with, and oversee the Executive Director in the Executive Director's management of LCSS and its schools, and to assure that the Executive Director is fulfilling the duties and responsibilities of the position of Executive Director.
  2. **Advancement Committee.** The Advancement (f/k/a Development) Committee shall have responsibility for developing programs aimed at improving enrollment at LCSS, overseeing programs aimed at fundraising, 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; overseeing all aspects of the financial matters of LCSS; preparing an annual fiscal year LCSS budget (including LCSS



tuition schedule) and presenting it to the Board of Directors; 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 qualifications, skills and competencies of each prospective candidate for Board membership, and recommending candidates to the Board and Bishop to fill open appointed Board member positions; and the same qualities, skills and competencies of each candidate for an officer position on the Executive Committee shall be assessed and considered by the Nominating Committee in recommending any officer candidate to the Board for Board of Directors vote. The Nominating Committee shall include three (3) Board members and shall be chaired by the Vice-Chairperson of the Board. Other committee members shall include the past Chairperson of the Board, the Executive Director, and two (2) 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) **Ad Hoc Committees and Task Forces.** Other committees, including any ad hoc committee and task force committees 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.
  - (c) **LCSS Staff Assistance.** The Executive Director shall identify and assign LCSS staff to work with principals to identify and assign school faculty and staff to serve on each committee and to work closely with the committee chairs to ensure that the committees' efforts are relevant and achievable. Such LCSS staff shall also act as LCSS liaisons in executing the plans of the Committees.
  - (d) **Minutes of Committee Meetings.** All committees shall maintain minutes of each such committee meeting with the support of the Executive Director and the Executive Director's staff.
  - (e) **Committee Chairperson.** Only appointed members of the Board shall be eligible to serve as chairpersons of the foregoing committees, including any ad hoc or task force committee.
  - (f) **Vacancies.** Vacancies in the membership of any Board standing committee or ad hoc/task force 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; standing committee or ad hoc/task force committee, a majority of the members 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/task force 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's standing committees and of any ad hoc/task force committees. The books

and records of the Board and of any committee 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

The Executive Director, a practicing Catholic and in good standing, shall be the person 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.

### Section 6.04 Powers and Responsibilities

The Executive Director's primary purpose is to provide leadership of the affiliated LCSS schools in order to achieve the fullest attainment of the Purposes of LCSS and, as such, the Executive Director shall have the general charge and control of LCSS' personnel and budget, educational, fundraising and advancement (f/k/a development) programs, recruitment and admissions, business affairs, and school related facilities.

The Executive Director shall work closely with the principals, the Board of Trustees, the Board of Directors, parent groups, and other stakeholder 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 LCSS 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 strategic objectives and Purposes.

The Executive Director shall be responsible for facilitating the promulgation, application and implementation of LCSS policies and to serve as a liaison between the Board of Directors and the employees of the LCSS schools, and as a liaison between the Board of Directors and Board of Trustees. 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 and foster the Purposes of LCSS to parents, students, faculty, staff, alumni and the wider community, in concert with each school principal and LCSS staff.

#### (b) Overall Policy and Authority:

1. Hire, supervise, evaluate, continue, and dismiss LCSS principals and LCSS staff, central office staff, and any other staffs not assigned to an individual school.
2. The principal at an individual LCSS school is responsible for the supervision and evaluation of all personnel employed by LCSS at such school; however, the Executive Director shall be responsible, after consultation with such principal, for the hiring and dismissal of such personnel.

3. Prepare and provide written job descriptions of all positions that report directly to the Executive Director, defining the responsibility, authority, and accountability of each such position.
4. Conduct an annual evaluation of the personnel reporting to the Executive Director, such as LCSS principals and LCSS central office staff and any other staff not assigned to an individual school.

**(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) Board of Directors:**

1. Act as administrative officer of the Board of Trustees and of the Board of Directors and serve as a voting, Ex-Officio member of both Boards.
2. Assist in the preparation of the agenda and the necessary background material for meetings of both Boards, in conjunction with the Chairperson of each Board.
3. Present policy issues and recommendations to the Board of Directors.
4. Present issues and recommendations to the Board of Trustees.
5. Ensure the implementation of all LCSS and Board of Director approved policies.
6. Serve as Ex-Officio member of all Board of Director committees.
7. Submit, in collaboration with the Superintendent, annual performance objectives for the Executive Director to the Board of Directors for approval at the beginning of the school fiscal year. In addition to the responsibilities of the Board of Directors and Superintendent, as provided in Article V, the Executive Director's annual performance objectives, along with the goals of the strategic plan, will form the basis of the Executive Director's performance evaluation by the Board of Directors and Superintendent.

**(e) Business Affairs:**

1. Ensure the preparation of the annual tuition schedule and budget for the LCSS and its affiliated schools for submission for Board approval through the Finance Committee of the Board and, thereafter, for submission to the Board of Trustees for its approval.
2. Take all reasonable steps to conform to all applicable federal, state and local laws and regulations, including those relating to licensure, accreditation, and 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 LCSS school system by employing a system of responsible accounting, including normative budgetary and internal controls.

4. Supervise the fiscal operations of the LCSS schools.
5. Ensure that LCSS financial reports are conducted according to Diocesan procedures.
6. Oversee school policy regarding the administration of financial aid.
7. Oversee the collection of tuition through LCSS and school staff, and/or with the assistance of a designated third-party tuition collection provider.
8. Oversee the supervision of school facilities, including maintenance, plant and grounds staff.
9. Develop system-wide and school-specific policies and procedures regarding non-school use of school facilities, in close consultation with LCSS school principals.
10. Direct the marketing, recruitment and admissions programs for the LCSS and its affiliated schools.
11. Fulfill other duties as assigned by the Board of Trustees or by the Board of Directors, as indicated in the Executive Director's annual employment contract or letter of appointment.

**(f) Continuity of Leadership:**

1. **“Designated Executive Director.”** The Executive Director, in consultation with and approval of the Board's Chairperson and Superintendent, may designate an individual already employed by LCSS as the LCSS's “Designated Executive Director”. The Designated Executive Director shall have the authority and responsibilities of the Executive Director **only** (a) in the Executive Director's absence (temporarily as determined by the Executive Director or Chairperson, or permanent as determined by the Executive Committee) or (b) in the event that the Executive Director is incapable, as determined by the Board's Executive Committee (including the Superintendent as a member of the Executive Committee), of executing the authority and responsibilities of the Executive Director. The Executive Director can change, from time to time, his or her designee for the position of Designated Executive Director but only after consulting with, and receiving the approval of, the Board's Chairperson in collaboration by the Chairperson with the Superintendent.
2. **Executive Committee Action.** In the event that (a) the Executive Director is absent (temporarily as determined by the Executive Director or the Chairperson, or permanently as determined by the Executive Committee) or (b) the Executive Director is incapable, as determined by the Board's Executive Committee (including the Superintendent as a member of the Executive Committee), of executing the authority, and responsibilities of the Executive Director, the Executive Committee of the Board of Directors can choose to supersede the authority and responsibilities of the Designated Executive Director by the Executive Committee taking either of the following actions: (i) appoint an Interim Executive Director or (ii) Executive Committee assume responsibility for the continued and uninterrupted operation of LCSS and its schools.

**ARTICLE VII. PRIOR CONSTITUTIONS, GOVERNANCE AGREEMENT**

All prior Constitutions previously approved by the Bishop of the Diocese of Lafayette-in-Indiana are hereby repealed and superseded by this Constitution in its entirety. All prior governing agreements approved by the Bishop of the Diocese of Lafayette-in-Indiana shall continue in full force in effect except to the extent that such prior governing agreements conflict with this Constitution. Specifically the Preface, Article I, Article IV, and

Addendum #1 of the "Lafayette Catholic School System Governance Agreement" executed on March 25, 2009 by the Bishop of the Diocese of Lafayette-in-Indiana and the Pastors of the parishes of St. Mary Cathedral, St. Boniface, St. Lawrence, St. Ann and St. Thomas Aquinas, shall continue in full force and effect.

### ARTICLE VIII. AMENDMENTS TO CONSTITUTION

This Constitution may be amended from time to time, or repealed, only by (i) the approval of both the Board of Directors and Board of Trustees in accordance with subsections 4.05(f) and 5.04(f) and (ii) the subsequent approval of the Bishop of the Diocese of Lafayette-in- Indiana.


This LAFAYETTE CATHOLIC SCHOOL SYSTEM CONSTITUTION is enacted this 8<sup>th</sup> day of JULY, 2019.

  
Most Rev. Bishop Timothy L. Doherty S.T.L., Ph.D.

  
Mr. Jim Greives, Chair, LCSS Board of Trustees

  
Mr. Bryan Stapleton, Chair, LCSS Board of Directors

  
Mr. Eric Davis, LCSS Executive Director

  
Dr. Peg Dispenzieri, Superintendent