



Owensboro Catholic Schools

Education Council BYLAWS

Family ** Church **** Community**



Owensboro Catholic Schools share in the mission of the Church in communion with families and parishes to provide excellence in Catholic faith formation and academics which prepare students to become responsible members of family, Church, and community.

Approved by the Education Council – February 27, 2012

BYLAWS

OWENSBORO CATHOLIC SCHOOLS EDUCATION COUNCIL

ARTICLE I. NAME

The legal name of this body shall be the Owensboro Catholic Schools (OCS) Education Council, hereinafter referred to as the Council.

ARTICLE II. NATURE AND FUNCTION

Section 1. Nature

- 2.1.1 The Council is a consultative body operating under the ecclesiastical jurisdiction of the Bishop of the Diocese of Owensboro.
- 2.1.2 The Council membership shall include the Episcopal Vicar, voting members of the participating parishes and the clergy as well as non-voting ex-officio members, as set forth in Article III of these Bylaws.

Section 2. Duties and Functions

- 2.2.1 To practice, encourage, and support religious beliefs and activities in conformity with the teaching and law of the church, and provide for the spiritual needs of the person served in the education ministry.
- 2.2.2 To develop and recommend policies under which administrative officers of OCS shall operate the educational program of the schools as well as policies relating to the planning, operation and maintenance of facilities and equipment; and to evaluate the adequacy of these policies and the effectiveness of their implementation.
- 2.2.3 To act as a liaison with the appropriate Church and public authorities.
- 2.2.4 To develop and recommend to the Episcopal Vicar the annual budget and any capital improvements or major repairs.
- 2.2.5 To deliberate on, and make recommendations pertaining to, any plan for solution, merger, consolidation, or liquidation of OCS.
- 2.2.6 To participate in the evaluation of the performance of the Director as directed by the Superintendent.
- 2.2.7 To consult with the Episcopal Vicar and the Superintendent of Catholic Schools on the appointment, renewal, or removal of the Director.
- 2.2.8 To deliberate on, and make recommendations to the Episcopal Vicar concerning the acquisition, purchase, sale, mortgage, lease, transfer, or encumbrance of the real property owned by OCS, and the addition or deletion of school sites.
- 2.2.9 To develop, recommend, and monitor long-range planning for OCS.

- 2.2.10 To review the reports of the Director of OCS, the OCHS Principal, the OCMS Principal, the OCES 4-6 Campus Principal, and the OCES K-3 Campus Principal.
- 2.2.11 To recommend a school calendar for each new year.
- 2.2.12 To provide a program for orientation for new members as well as continuing education for current members.
- 2.2.13 In case of emergency needs, the Director, in consultation with the Episcopal Vicar and the Principals, shall take necessary and appropriate actions to ensure the safety and security of adult and student personnel at all OCS sites, and shall make decisions concerning school closure if and when necessary.

ARTICLE III. OCS EDUCATION COUNCIL MEMBERSHIP

Section 1. Composition

- 3.1.1 The Council shall consist of the following membership:
 - 3.1.1.1 The Episcopal Vicar serves as the Canonical Administrator.
 - 3.1.1.2 Voting members of the Council shall consist of one layperson from each participating parish (with the exception that St. Stephen/Blessed Sacrament will be represented by one member for both parishes) and one priest representative elected by the OCS Pastors.
 - 3.1.1.3 Non-voting, ex-officio members of the Council shall be: Bishop of the Diocese of Owensboro, Superintendent of Catholic Schools for the Diocese of Owensboro, Director of OCS, Principal of OCHS, Principal of OCMS, Principal of the OCES 4-6 Campus, Principal of the OCES K-3 Campus, Director of Advancement, Director of Business Affairs, Director of Technology, and four (4) elected Faculty Representatives (one each from OCHS, OCMS, the OCES 4-6 Campus, and the OCES K-3 Campus).

Section 2. Council Member Selection

- 3.2.1 Voting members of the Council shall be chosen in accord with the following procedures.
 - 3.2.1.1 The Bishop of the Diocese of Owensboro shall appoint the Episcopal Vicar.
 - 3.2.1.2 Each participating parish (or group of two parishes) shall, by action of the pastor(s), in consultation with the parish council(s), select a qualified individual to serve on the Council.
 - 3.2.1.3 The pastors of the parishes participating in OCS shall elect the Priest Representative.

3.2.2 Non-voting, ex-officio members of the Council shall be chosen in accord with the following procedures:

3.2.2.1 The Bishop of Owensboro, Superintendent, Director of OCS, Principals of OCHS, and OCMS, the Principal of the OCES 4-6 Campus, the Principal of the OCES K-3 Campus, Director of Advancement, Director of Business Affairs, and Director of Technology shall be the individual employed in each position.

3.2.2.2 Faculty Representatives shall be selected by the faculties of OCS: one each from the following groups – OCHS faculty, OCMS faculty, OCES 4-6 Campus faculty, and OCES K-3 Campus faculty.

Section 3. Terms

3.3.1 Terms for voting and non-voting members are follows:

3.3.1.1 The Bishop of Owensboro will determine the term for the Episcopal Vicar.

3.3.1.2 The term for voting Council members shall be three (3) years. A voting member may serve for a second term of three years, and after two complete, consecutive three-year terms, said member must leave the Council for a full year before being eligible to serve again.

3.3.1.3 The Pastors will determine the term of the Priests' Representative.

3.3.1.4 The Director of OCS, the Principal of OCHS, the Principal of OCMS, the Principal of the OCES 4-6 Campus, and the Principal of the OCES K-3 Campus, Director of Advancement, Director of Business Affairs and Director of Technology shall serve for as long as they are employed in their respective positions.

3.3.1.5 Faculty representatives from OCHS, OCMS, OCES 4-6 Campus, and OCES K-3 Campus shall serve one year renewable terms.

3.3.2 Incoming Council members shall assume Council responsibility on July 1st, and out-going members will be relieved of Council responsibility on June 30th.

3.3.3 In the event that a vacancy shall occur as a result of the death, resignation, removal, or incapacity of any Council member, the unexpired term will be filled by another Council member selected according to Article III, Section 2 of these Bylaws.

3.3.4 Three (3) consecutive absences, without serious reason, or attendance at less than one-half (1/2) of all Council meetings within a school year, shall be considered a resignation by any voting Council member.

3.3.5 A pastor, in consultation with the parish council, may remove a Parish Representative Council Member and any such vacancy shall be filled in accord with Article III, Section 2 of these Bylaws.

Section 4. Qualifications

- 3.4.1 Council members shall have as basic qualifications: personal competency and interest in and knowledge of the operations of OCS; an awareness and understanding of OCS philosophy; an ability to serve and act without conflicting interest; and a willingness and availability to serve and provide such service to OCS and to his/her parish, as may be required.
- 3.4.2 Neither the employees of the school system nor their spouses shall serve as voting members of this Council, unless otherwise approved by the Council.

ARTICLE IV. OFFICERS OF THE OCS EDUCATION COUNCIL

Section 1. Personnel

- 4.1.1 The officers of the Council shall consist of; Chair, Vice-Chair, Secretary, and Treasurer.

Section 2. Eligibility

- 4.2.1 Officers of the Council shall not be considered officers of the school system and shall have been a member of the Council for at least one year.

Section 3. Duties

- 4.3.1 The Chair shall preside at all regular and special meetings of the Council, and shall insure that the Council meeting agenda is formulated and distributed, along with any committee reports, prior to the meeting. The Chair shall at all times be subject to the policies, control, and direction of the Episcopal Vicar. The Chair shall serve as Chair of the Executive Committee and be an ex-officio member of all other committees.
- 4.3.2 The Vice-Chair shall assist the Chair and perform all duties of the Chair when he/she is unable to act. The Vice-Chair shall also serve as Chair of the Long Range Planning Committee.
- 4.3.3 The Secretary shall certify and keep at the OCS Central Office, a written record of all acts of the Council. The Secretary shall conduct, receive, and dispose of all correspondence as directed, and preserve all reports and documents committed to his/her care. The Secretary shall insure that minutes and other communications are kept and distributed in accordance with the provisions of these Bylaws.
- 4.3.4 The Treasurer shall ensure that a record of all financial transactions, which are proper to the Council, are maintained, and shall serve as Chair of the Finance Committee.

Section 4. Nomination and Election

- 4.4.1 The Chair shall appoint, with Episcopal Vicar and Council approval, a nominating committee of at least three (3) Council members in March of each year. The nominating committee shall deliver a proposed slate of officers, which will be presented to the Council at the May meeting. Nominations will be taken from the

floor with the consent of the nominee. If an office is contested, a vote will be conducted by secret ballot.

4.4.2 Elected officers shall serve a term of one year and shall take office July 1st.

Section 5. Vacancies

4.5.1 Any officer may resign at any time by giving written notice to the Chair or Secretary of the Council. The Episcopal Vicar may remove any officer from office or by action of a majority vote of the full Council whenever, in their judgment, the best interests of the system will be served thereby.

4.5.2 A vacancy in any office may be filled by majority vote of the Council.

ARTICLE V. MEETINGS

Section 1. Regular Meetings

5.1.1 The OCS Council shall meet regularly on a day, time and place mutually agreed upon by the Council. Notice shall not be required for regular meetings. All regular meetings of the Council shall be open to members of the participating parishes and parents of enrolled students. Non-Council members or visitors will be permitted to address the Council if the person or persons making the request has contacted the Chair at least one week in advance of the meeting and the Chair has approved the placement of the item on the Council agenda.

5.1.2 All meetings of the OCS Council shall be conducted according to Robert's Rules of Order.

Section 2. Annual Meeting

5.2.1 The annual meeting of the OCS Council shall be the first scheduled meeting of the fiscal year.

Section 3. Special Meetings

5.3.1 Special meetings of the Council may be held on the call of the Chair, Episcopal Vicar, or on request of any three (3) Council members.

5.3.2 Three (3) days notice must be given in advance of a special meeting unless each Council member waives such notice.

Section 4. Quorum

5.4.1 For the purpose of transacting official business, a quorum must be present. A majority of voting members of the Council shall constitute a quorum (8 members).

Section 5. Voting

5.5.1 A simple majority vote of those present shall carry a motion, other than a motion to amend the Bylaws, which requires a 2/3-majority vote (see Article VIII).

Section 6. Conduct of Meetings

- 5.6.1 The Executive Committee is charged with establishing the agenda and its order for regular Council meetings: Episcopal Vicar
- 5.6.2 The Council may declare a meeting, or a portion thereof, to be in "closed session." Closed session shall mean that only voting members are present and other individuals invited by the Council. Closed session is considered for such matters as possible litigation, certain financial transactions, or when information given at such meetings could be harmful or embarrassing to those under discussion. Decisions/Recommendations made in closed session must be presented and voted on at open session before becoming effective. The Executive Committee shall be informed prior to the Council meeting of an impending closed session.

Section 7. Minutes Distribution

- 5.7.1 Minutes of meetings shall be distributed to the Council, pastors, and Bishop of the Diocese of Owensboro.
- 5.7.2 Minutes will be made available to anyone upon request.

ARTICLE VI. COMMITTEES

Section 1. Classification of Committees

- 6.1.1 There shall be two (2) classifications of committees: standing committees and special committees. All standing committees shall meet as often as necessary to accomplish their duties in a timely fashion.
- 6.1.1.1 Standing committees are those representing activities, which are ongoing in operations of OCS. Standing committees appointed annually by the Chairperson shall be:
1. Executive
 2. Finance
 3. Curriculum
 4. Building and Grounds
 5. Bylaws/Policy Review
 6. Athletics
 7. Long Range Planning
 8. Advancement
 9. Technology
 10. Audit
- 6.1.1.2 Every Standing Committee will have a Chair and a secretary, not necessarily members of the Council.
- 6.1.1.3 If a Standing Committee is not chaired by a member of the Education Council, a Council member will be assigned as a liaison between the Council and the committee.
- 6.1.1.4 Every committee shall maintain minutes and submit them for review by the committee and the Education Council.

6.1.1.5 Special committees or task forces are formed to accomplish a specific task and are abolished when the task is completed.

Section 2. Duties of Standing Committees

6.2.1 The Executive Committee is chaired by the Chair of the Council and has the following members: All officers of the Council, Episcopal Vicar, Priest-Representative, Director of OCS, Director of Advancement and a school Principal as chosen by the OCS Principals.

6.2.1.1 Duties shall include:

1. Act for the Council between meetings; submit any action to the Council for ratification at next Council meeting.
2. Assist the Director of OCS to provide orientation for new Council Members, and continuing education for all Council Members.
3. Review yearly budget as recommended by the Finance Committee.
4. Periodically review administrative policies of OCS.
5. Review and monitor the OCS long range plan for both content and implementation.

6.2.2 The Finance Committee is Chaired by the Treasurer and consists of at least two (2) other Council members, the Director of OCS, Director of Business Affairs, and any advisory members as may be deemed appropriate. OCS Principals will serve as ex-officio members.

6.2.2.1 Duties shall include:

1. Prepare and recommend yearly budgets to the Council.
2. Review monthly financial statements and report to the Council.
3. Suggest ways of increasing revenues, limited expenses, investing funds, and providing emergency and future program resources.
4. Collect and review financial statements of all OCS organizations and report to the Council.
5. Review annually the classifications of accounts and make any recommendations as needed and appropriate.

6.2.3 The Curriculum Committees (HS-MS and K-6) shall consist of at least two (2) Council members and any advisory members as deemed appropriate. One Council member will serve on the HS-MS Curriculum Committee, and one Council member will serve on the K-6 Curriculum Committee.

6.2.3.1 Duties shall include:

1. Report the recommendations of the HS-MS Curriculum Committee and the K-6 Curriculum Committee concerning curriculum to the OCS Council.
2. Review those facets involving curriculum review and evaluation and areas of interest affecting the academic climate, standards, and procedures of OCS, and make recommendations concerning these to the Council.
3. Be conscious of the Catholic philosophy of education of OCS and seek to insure its implementation in the policies adopted by the Council regarding curriculum.

- 6.2.4 The Buildings and Grounds Committee shall consist of at least one Council member and any advisory members as deemed appropriate..
- 6.2.4.1 Duties shall include:
1. Review all matters pertaining to the plant and equipment maintained or leased by OCS that require Council attention.
 2. Evaluate on an ongoing basis, the physical state of the plant and equipment, and make recommendations to the Council regarding the same and proposed methods of implementing current and future structural requirements within the limits set forth in the lease agreement(s).
 3. Review and monitor any facility planning, renovation, and/or additions with the site parishes.
 4. Submit written recommendations for capital expenditures to be included in the budget.
 5. Review competitive bids, if they are required by policy, for any project.
- 6.2.5 The Athletics Committees (Athletic Advisory and Elementary Athletic Association) shall consist of at least two Council members and any advisory members as deemed appropriate. One Council member will serve on the Athletic Advisory Board, and one Council member will serve on the Elementary Athletic Association.
- 6.2.5.1 Duties shall include:
1. Serve as Council liaison on the Athletic Advisory Board and the Elementary Athletic Association.
 2. Annually review the Athletic handbooks and make recommendations for changes to the Council for its consideration.
- 6.2.6 The Long Range Planning Committee shall be Chaired by the Vice-Chair and consist of at least one (1) other Council member, the Director of OCS and any advisory members as deemed appropriate.
- 6.2.6.1 Duties shall include:
1. Develop, review, evaluate and monitor a five year long range plan (financial, facilities, enrollment) through strategic planning.
 2. Submit yearly goals for Council approval, which work toward accomplishing the long-range plan.
 3. Approve instruments to be used in the process, including but not limited to, attitude surveys and focus group interviews, questionnaire, advertising, and needs assessments.
- 6.2.7 The Bylaws/Policy Review Committee shall be Chaired by a member of the Council and consist of at least two (2) other Council members, and other advisory members as deemed appropriate.
- 6.2.7.1 Duties shall include:
1. Review the OCS Bylaws and Policies annually.
 2. Make recommendations for revisions to the Council.
 3. Maintain updated OCS Bylaws and Policies documents.

6.2.8 The Advancement Committee shall consist of the Director of Advancement and Marketing, at least two Council members and other OCS staff and any advisory members as deemed appropriate.

6.2.8.1.Duties shall include:

1. Assist the OCS Advancement Office in the execution of the overall advancement (development, marketing and enrollment) of OCS including:
 - a. Promoting OCS through financial development, student recruitment, student retention, community and media relations and any other means that may be determined by the committee.
 - b. Assisting the Advancement Office in the cultivation of new and existing contributors and volunteers.
2. Implementation of a total quality approach, with regards to all activities, to ensure the longevity of OCS.

6.2.9 The Technology Committee shall consist of the Director of Technology, at least two members of the Council and any other advisory members as deemed appropriate:

6.2.9.1 Duties shall include:

1. To aid in the development and evaluation of a comprehensive five year technology plan.
2. To monitor, assess and revise the technology plan on an on-going basis.
3. To provide recommendations for technology standards across the system.
4. To provide appropriate assistance in the development of and funding the annual technology budget.
5. Foster positive relationships with faculty concerning their technology needs.

6.2.10 The Audit Committee shall consist of five (5) members of at least two (2) Council members with those members being the Chair and Treasurer of the Council along with three (3) at large members. All Committee members will be not be employed by OCS. The three at large members will be financially literate and shall be designated as “financial experts” with each member having a general and working understanding of Generally Accepted Accounting Principles (GAAP) and the ability to read and understand the fundamental financial statements and accounting disclosures of the OCS System. The at large members will be appointed by the Executive Committee and approved by the Council. The three at large members shall serve a term of three years and maybe reappointed after a one year absence from the Committee

6.2.10.1 Duties shall include:

1. Financial Statements:
 - a. Review significant accounting and reporting issues
 - b. Review with management and the external auditors the results of the audit
 - c. Review annual financial statements to consider whether they are complete and appropriate

- d. Understand how management develops interim financial statements
- 2. Internal Control
 - a. Consider the effectiveness of the system's internal control system, including information technology security and control
 - b. Discuss with management the Systems policies and guidelines regarding risk assessment and risk management
 - c. Provide oversight and review of the effectiveness of Management's fraud and risk programs and controls
- 3. External Audit
 - a. Interview and recommend to the Council the external auditor, review the performance of the external auditors and exercise final approval on the appointment or discharge of the auditors
 - b. Review the external auditors' proposed audit scope and approach
 - c. Review and confirm the independence of the external auditors and ensure the rotation of the lead audit partner every seven years
 - d. Meet with the external auditors to discuss any matters the committee or the auditors believe should be discussed privately
- 4. Compliance
 - a. Review the effectiveness of the system for monitoring compliance with laws and regulations, regulatory agencies, Council; or committee requests and policies and procedures adopted by the Council.
- 5. Reporting Responsibilities
 - a. Regularly report to the Council about the Committee's activities and issues.

6.3.1 Council members are invited and encouraged to attend any meeting of a Standing Committee as an ex-officio member.

ARTICLE VII. GENERAL PROVISIONS

Section 1. General Liability

7.1.1 No officer, committee or member of a committee, member of the Council, or other person shall contract or incur any debts on behalf of OCS, or in any way render it liable, unless authorized by the Council. No officer, committee, or employee of OCS is authorized to promise moral or financial support of any charitable or other objective, without the approval of the Council and Episcopal Vicar.

Section 2. Indemnification of Council Members

7.2.1 Each present, former, and future Council member and officer of the Council shall be entitled, without prejudice, to any other rights he/she may have to be

reimbursed by OCS, and indemnified by OCS against all liability and expenses (including without limitation, legal expenses) hereafter reasonably incurred by her/him in connection with any claim, action, suit or proceeding, of whatever nature, in which she/he may be involved as a party, or otherwise by reason of having served before or after the date of these Bylaws as a Council member or officer of the Council, or by reason of any action alleged to have been theretofore or thereafter taken or omitted by any such Council member or officer, whether or not she/he continues to be such Council member or officer, including amounts paid or incurred in connection with reasonable settlements made with a view of curtailment of costs of litigation, and with the approval of a majority vote of the Council then in office, other than those involved, whether or not such majority constitutes a quorum. OCS and its Council members, officers, employees and agents, shall not be liable to anyone for making any determination as to the existence or absence of liability, or for making or refusing to make any payment hereunder on the basis of such determination, or for taking or omitting to take any other action hereunder, in reliance upon the advice of counsel.

Section 3. Duality of Interest

7.3.1 Any Council member, employee, or committee member having an interest in a contract or other transaction presented to the Council, or a committee thereof, for authorization, approval, or ratification, shall make a prompt, full and frank disclosure of his or her interest to the Council or committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract or transactions. Such person may be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon, and where applicable, the abstention from voting and participation, and whether a quorum was present.

Section 4. Fiscal Year

7.4.1 OCS shall operate on a fiscal year basis, commencing on the first day of July of each and every year.

Section 5. Tuition and SCRIP Year

7.5.1 The OCS Tuition and SCRIP year begins on June 1st and ends on May 3^{1st} of each year.

ARTICLE VIII. AMENDMENTS

These Bylaws were adopted initially by a unanimous vote of all voting members and may be amended or repealed by a 2/3 vote subject to regulations of the Bishop of the Diocese and/or the Diocesan Committee for Total Catholic Education. Amendments must be submitted in writing at least one meeting prior to vote.

ARTICLE IX. WITHDRAWAL FROM OCS

9.1.1 No participating parish may permanently withdraw its representation from the Council without the consent of the Episcopal Vicar or his formally appointed designee.


9.1.1.1 The pastor and Council member of a respective parish must make any request for withdrawal at least one year prior to the effective date of withdrawal.

9.1.1.2 This request and the rationale should be presented to the Council, in writing, for its recommendation to the Episcopal Vicar.

9.1.1.3 Only the Ordinary of the Diocese shall have the authority to waive the requirements of 9.1.1.1 or 9.1.1.2.


Owensboro Catholic Schools Bylaws Revision

These Bylaws were originally adopted by a unanimous vote of all the voting Education Council members on August 31, 1992, and were revised by a unanimous vote of all the Council members on February 27, 2012, as indicated by the following signatures:



Council Member – Blessed Mother



Council Member – St. Mary Magdalene



Council Member – Immaculate


Council Member – St. Martin


Council Member – Our Lady of Lourdes


Council Member – St. Pius X

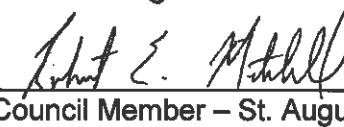

Council Member – Precious Blood



Council Member – St. Stephen & Blessed Sacrament


Council Member – St. Alphonsus



Council Member – St. Anthony



Council Member – St. Elizabeth

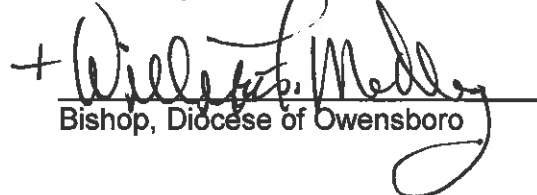

Council Member – St. Augustine


Council Member – Sts. Joseph & Paul


Council Member – St. Peter of Alcantra


Priest Representative


Episcopal Vicar


Bishop, Diocese of Owensboro