**BYLAWS OF SCHOOL ADVISORY COUNCIL**

**OF**

**[SCHOOL NAME] SCHOOL**

### PREAMBLE

[SCHOOL NAME] (“School”) is a ministry of [PARISH NAME] Church, a parish of the Archdiocese of Miami (“Archdiocese”). The School is established to carry out the teaching ministry of Jesus Christ and the Catholic Church. As such, the religious and educational mission shall at all times be in accordance with the teachings and laws of the Roman Catholic Church as interpreted by the Archbishop of Miami and the policies of the Archdiocese.

At this time, it is the intention of the Pastor of [SCHOOL NAME] School to establish a School Advisory Council (“Council”) to advise him and his appointed principal in the governance of the school.This Council shall have as its primary concern the spiritual, intellectual, physical, emotional, and social development of the students of the School.

**ARTICLE I**

* 1. NAME. The name of this body shall be the School Advisory Council of [SCHOOL NAME] School.
	2. PURPOSE. The purpose of this Council is to assist the Pastor in the governance of [SCHOOL NAME], a ministry of [PARSIH NAME] Church, in its responsibilities related to advancement of the mission, strategic planning, academic excellence, financial stability, and operational vitality.
	3. NATURE AND FUNCTION. The Council is a participating advisory and planning body for matters pertaining to the School, as more specifically set forth herein.
	4. CANONICAL POWERS AND RESERVED RIGHTS OF PASTOR. Nothing in this Bylaws is intended to limit in any way the rights, powers, control, and authority of the Pastor with respect to the Catholic identity and mission of the School as provided by the Code of Canon Law. Such authority includes, but is not limited to::
		1. Articulating the Mission, Vision or Purpose of the Catholic School and approving any changes to the foundational documents;
		2. Approval of strategic plans expressing the philosophy, mission, values, and goals, of School, as recommended by the Council;
		3. Review of the School’s effectiveness in providing a high quality Catholic education and in attaining continuous improvement towards stated objectives;
		4. Approval of the Bylaws or any amendments;
		5. Appointment of Members of the Council, upon recommendation of Council, as hereinafter provided;
		6. Adoption of the annual operating and capital budgets or tuition rates as recommended by the Council;
		7. Approval of any indebtedness or loans, in adherence to the standards and practices required by the Archdiocese;
		8. Approval of the modification or expansion or closure of School facilities, or the acquisition or sale of real property, in adherence to Archdiocesan policy on these matters;
		9. Appointment of legal and auditing counsel for School, and approval to initiate legal action of any nature, in adherence to Archdiocesan policy on these matters;
		10. Matters pertaining to the patrimony of the Parish;
		11. Approval of lease of any real property;
		12. Hiring, firing, and evaluation of the School Principal; and
		13. Approval of the appointment of the Council Officers upon reccomendation by the Council.
	5. DUTIES AND POWERS OF THE COUNCIL. The Council is advisory in nature. Working in collaboration with the Pastor and Principal, the Council shall advise on select areas of the School’s policy and administration, with particular focus on the following:
		1. Promoting and advancing the mission of the school for the education and instruction of students in assisting them to reach the fullness of the Christian life.
		2. Informing and monitoring the annual operating and capital budgets in support of the financial stability and operational vitality of the School.
		3. Informing annual fundraising goals for a comprehensive school advancement plan to include such areas as alumni development, annual fund, and any capital campaign;
		4. Recommending to the Pastor for his approval a three to five-year comprehensive Strategic Plan that encompasses all aspects of school life. Goals, objectives and an action plan identifying resources are developed to implement, monitor, and annually update the strategic plan for the School; Strategic Plan shall be adopted after obtaining approval of the Pastor;
		5. Inform and monitor the school’s master plan for facilities and emergency safety and security;
		6. Participate in the hiring process of the Principal through a process defined by the Archdiocese, and recommend candidates for final hire to the Pastor;
		7. Annually assesses the effectiveness of the Council with respect to the school’s mission, academic excellence and operational vitality and the Council goal and responsibilities, as outlined by this Bylaws;
		8. Advisement of policies to guide the School’s planning and administration in the areas of:
1. Academic Affairs;
2. Student Affairs;
3. Faith Community Affairs;
4. Business Affairs; and
5. Development Affairs.
	1. OUTSIDE THE RESPONSIBILITIES OF THE COUNCIL. Except as otherwise specified in this Bylaws, the Council is not involved with the following:
6. review of administrative decisions or policy implementation.
7. Hiring, termination, or personnel issues involving faculty or staff members.
8. Issues related to student life, student behavior, or student disciplinary sanctions.
9. Individual admissions decisions or financial aid decisions.
10. Development of school curriculum.
11. Communication with the media on archdiocesan or School matters.
12. Serving as an official spokesperson of the School to the general public.
13. 1. MEMBERSHIP. The Council shall have at least nine (9), but no more than seventeen (17), members (“Members”) who shall be appointed by the Pastor after receiving and considering nomination from the Council.
	2. CRITERIA FOR MEMBERSHIP. The Council shall include:
		1. The Pastor, ex-officio, without vote;
		2. The Principal, ex-officio, without vote;

 6.2.4 Current School Parents, who shall not exceed more than 33% of the Council membership;

* + 1. Alumni or parents of alumni of the School who do not currently have children enrolled as students of the School;
		2. Leaders within the civic, business and professional community who do not currently have children enrolled as students in the School;
		3. Members of the Parish who do not already meet the criteria above;
		4. The majority of the Members must be practicing Catholics;
		5. Excepting those who are ex-officio, the Members nominated shall meet the following criteria:
1. A Member candidate shall be 21 years of age or older;
2. A Member candidate should be representative of the community served by School;
3. A Member candidate should express an interest in and commitment to Catholic education and understand, accept, and support the mission statement of School;
4. A Member candidate should bring wisdom and specific expertise of value to the Council (for example: knowledge or expertise in finance, human resources, marketing, facilities; construction; management or education);
5. A Member candidate must maintain a high level of honesty and personal integrity, and avoid disclosure of confidential matters as well as any conflicts of interest;
6. A Member serves without compensation or remuneration and does not seek to benefit financially from the association with the School in the role of Member;
7. A Member will actively participate in and provide leadership for resource development/institutional advancement programs for the school. It is the expectation that all Members will make a personal financial contribution at a meaningful level in support of the school, consistent with the School’s goal as presented in the annual development plan.
	1. APPOINTMENT AND TERM LENGTH. Members shall serve a term of three (3) years, which shall begin on July 1st and end on June 30th. No Member may serve more than two (2) consecutive full terms.

 The terms of participation shall be so arranged that the terms of approximately one-third (1/3rd) of the Members expire each year.

 In order to provide for staggered terms, the initial Council shall be divided by the Pastor into three groups of as nearly equal membership as possible with the term for one group of Members expiring each year during a three-year period. Members may be reappointed, provided, however, that no Member shall serve more than two (2) terms consecutively regardless of whether any such term shall be less than three (3) years. Members shall be eligible for reappointment after having not served on the Council for one (1) year.

 Newly appointed Members are provided a general orientation by the Principal, in collaboration with the Pastor and Council Officers.

 Council members may resign by providing written notification to the Pastor.

* 1. REMOVAL. A Member may be relieved of his position on the Council at the sole discretion of the Pastor if he determines such removal to be in the best interest of the School. Issues that constitute grounds for removal may include, but not be limited to: consistent lack of attendance at Council meetings or lack of participation in Council commitments; moral turpitude such as public conduct unbecoming a member of the Council, public conduct that has a negative impact on or damages the School’s reputation, or change of status in affiliation with the school (i.e. a current parent de-enrolls their child from the school).
	2. EMPLOYEES – RESTRICTION. Excepting ex-officio members, employees, spouses of employees, and other immediate family members of employees at the School or Parish are not eligible for participation on the Council.
	3. NOMINATION. The Nominating Committee will recommend Member candidates to the Council who forward their recommendation to the Pastor for approval.
	4. CONFLICT OF INTEREST. Any Member (or his or her immediate family members or relatives) who has an interest in a matter involving a student, contract or other transaction presented to the Council or a committee thereof for action, authorization, approval or ratification, shall make a prompt and full disclosure of such interest to the Council prior to any action on such student, contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the student, contract or transaction that might reasonably be construed to be adverse in any manner to the interests of School or the Archdiocese.

 Upon such disclosure, the Member’s interest shall be presented to the full Council. Such Member shall not vote on, nor use personal influences on, nor participate in the discussions or deliberations with respect to such contract or transactions.

 For purposes of this section, a person shall be deemed to have an interest in a contract or other transaction if he or she is a party (or one of the parties) contracting or dealing with the school, or is a Member, partner, officer, owner, shareholder, or spouse of a Member, partner, officer, or has a significant financial or influential interest in, the entity contracting or dealing with the school.

 Such person shall not 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 and, where applicable, the abstention from voting and participation by the individual(s) concerned, and whether a quorum was present.

* 1. VACANCY. Any vacancy on the Council may be filled upon recommendation of the Nominating Committee and approval of the Pastor. The selected Member shall serve for the unexpired portion of the term in the same manner as provided for in the original appointment. After completing the unexpired portion of the vacant term, the Member remains eligible for nomination as defined in this Code for two full terms.
	2. ATTENDANCE. Members are strongly encouraged to attend all Council meetings in person. As appropriate, Council members can attend meetings in person, via telephone or video conference call, or by other available technology as long as the method of communication allows all persons present to be able to fully communicate and shall constitute presence in person at the meeting.
1. 1. OFFICERS. The officers of the Council shall consist of a Chairperson, Vice Chairperson, and Secretary. The Chairperson shall be a practicing Catholic. The officers shall serve for a term of one (1) year and may serve no more than three (3) consecutive terms in the same office.
	2. ELECTION OF OFFICERS. At the final meeting of the Council’s year, a slate of nominees prepared by the Nominating Committee will be presented for consideration by the Council. Officers shall be recommended to the Pastor for appointment by a majority of votes cast by the Members present at such Council meeting. Officers shall hold office until the next annual election and thereafter until their successors are duly selected.

 7.2.1 In the first year of the Council’s operations, the Pastor shall select the Officers. In future years, Officers are selected through the process outlined in Section 7.2.

* 1. DUTIES OF OFFICERS.
		1. Chairperson. The Chairperson shall be appointed by the Pastor and shall be its presiding officer. The Chairperson must be an actively practicing Catholic. The Chairperson shall exercise supervision and control of activities of the Council and shall provide the agenda for meetings. The Chairperson shall see that resolutions and directions of the Pastor and Council are carried into effect and that recommendations of the Council requiring approval of the Pastor is forwarded in a timely manner for his consideration.
		2. Vice Chairperson. The Vice Chairperson shall have such powers and perform such duties and exercise such functions of the Chairperson when the Chairperson is unwilling or unable to so act.
		3. Secretary. The Secretary maintain a record of the proceedings of meetings of the Council. The Secretary shall keep a register of the name and address of each member of the Council and shall, at all times, keep on file a complete copy of the Bylaws of the Council and all amendments and restatements thereof. The Secretary shall give, when directed to do so, proper notice of meetings of the Council.
	2. STANDING COMMITTEES. The Council shall have the authority establish charges to standing committees. Unless otherwise provided herein, the Chairperson, in collaboration with the Executive Committee, shall recommend a Chair for the committees; such person shall then be approved by the Pastor. The Pastor, Principal, and Chairperson may participate and attend any meeting of any committee.

 Each committee chair must be a voting member of the Council. Standing committees should meet regularly, a minimum of three (3) times a year, either in person or virtually. Minutes of the meetings should be generated, shared with the Council Chairperson who shares the Minutes with the Council and the Head of School.

 *Ad hoc* committees may be established by the Council Chairperson with approval of the Pastor with a specific scope of responsibility not already addressed by a standing committee, with a task to be accomplished in a designated time period.

 Membership on committees may include persons with expertise in the area of the committee’s responsibility who are not themselves voting members of the Council. Each committee should include the Principal or another individual in school/parish leadership as designated by the Pastor or Principal.

* + 1. Executive Committee. The Council shall have an Executive Committee. The primary responsibility of the Executive Committee shall be the recommendation of Council meeting agendas. In addition, this committee may act on behalf of the Council when actions cannot await the meeting of the Council as a whole. All such actions of the Executive Committee shall be subject to approval of the Council at any regular or special Council meeting. The Executive Committee shall be comprised of the Council Chairperson, who will serve as chair, the Vice Chairperson, the Chair of the Finance Committee, the Council Secretary, the Pastor, and the Principal.
		2. Finance Committee. The Finance Committee shall provide advisement on the financial viability of the School. The committee shall review and monitor School budgets, including operating and capital expenditures and reserves for capital improvements, as well as proposed tuition increases and fund-raising endeavors. It shall review school procedures to assure proper accountability, management controls and reporting. Annual budgets and tuition rates will be presented to the Council for its review and recommendation to the Pastor. The committee will ensure that periodic reviews of the School’s financial condition be undertaken with the Council as a whole. The Council may select individuals from the Catholic Community at large, for participation on the Finance Committee, that are not Members, whom the Council believes will contribute special assistance, knowledge or expertise to the Finance Committee.
		3. Strategic Planning and Policy Committee. The Strategic Planning and Policy Committee has planning responsibility for the long-term needs of the School as a Catholic educational institution. The committee will recommend and monitor a three to five-year plan for the School that will be reviewed with the Council as a whole, and updated as needed, at least once per year. The strategic plan shall contain enrollment and financial projections, as well as definitions of the mission and policies of the School supporting the projections. The Council may select individuals from the Catholic Community at large, for participation on the Strategic Planning and Policy Committee, that are not Members, whom the Council believes will contribute special assistance, knowledge or expertise to the Strategic Planning and Policy Committee.
		4. Nominating Committee. The Nominating Committee shall be responsible for identifying candidates for Council membership, for preparing an annual slate for election of officers and for recommendations regarding re-election of Members eligible for an additional term. This committee shall maintain data on Council demographics and have the responsibility for the provision of periodic Council self-assessment, for education and training for Council members.
		5. Marketing and Enrollment Committee. The Marketing and Enrollment Committee has the responsibility for providing strategic guidance to the School’s marketing, recruitment and retention initiatives in conjunction with the School’s Marketing/Enrollment Department. The committee:
1. Works to increase awareness and advance the mission of the school;
2. Encourages and oversees school communication and marketing plans;
3. Reviews enrollment policies and recruitment strategies;
4. Analyzes enrollment data and identifies areas of need and focus;
5. Advises the Head of School on tuition assistance policies and process consistent with the policy of Archdiocese of Miami’s Office of Schools; and
6. Works with the Finance Committee to establish a budget line item for tuition assistance.

 This committee does not have a role in or otherwise influence the admission process or financial aid decisions.

* + 1. Advancement Committee. The Advancement Committee provides advice and monitoring of the School’s advancement operations. Duties include:
1. Assisting in planning and promoting all major fundraising activity of the school;
2. Advising the Council Finance Committee on annual fund-raising financial goals and any capital or major gift efforts;
3. Assisting in developing and enhancing a pool of prospective annual fund donors;
4. Cultivating and soliciting annual fund donors; and
5. Participating in fund-raising and friend-raising events, in cultivation and recognition events throughout the year, including the lead gift event(s).
	* 1. Mission Effectiveness Committee. The Mission Effectiveness Committee shall be responsible for working with the Pastor and Principal, to enhance the Catholicity and spiritual development of the students. Duties of this committee include:
6. Providing an orientation to new Council members, in collaboration with the Principal;
7. Formulating and proposing to the Council policies and plans to ensure the School fosters and enhances its identity as a Catholic institution and regularly integrates Catholic traditions and liturgical celebrations into all aspects of school life.

 Additionally, all members of this committee are approved by the Pastor.

8.1.7 Facilities and Security Committee. The Facilities and Security Committee provides advice and monitoring of the School’s Master Plan for facilities and security, in consultation with the Archdiocese of Miami Office of Building and Property. It shall be responsible for providing advice and recommendations regarding the purchase and maintenance of all School Facilities equipment, buildings, grounds, supplies and landscaping materials. This committee also shall review and recommend for approval all third-party facility maintenance or service contracts. Such contracts are signed by Archdiocese personnel according to Archdiocesan requirements.

1. 1. REGULAR MEETINGS. The Council shall meet no less than five (5) times a year. The Pastor or Principal must be in attendance at any regular meeting.
	2. SPECIAL MEETINGS. Special meetings of the Council may be called by the Chairperson or may be called at the written request of one-third (l/3) of the Members. The time and place for holding any special meeting shall be determined by the Chairperson. The Pastor or Principal must be in attendance at any special meeting.
	3. NOTICE OF MEETING. Regular meetings shall be held at the school and written notice, including agenda items, shall be provided electronically or by mail to each Council member at least seven (7) calendar days in advance of said meeting.
	4. QUORUM. A majority of the voting Members of the Council must be present for the transaction of business. Participation in a meeting of the Council by way of telephone or video conference call, or other available conference technology, in which all persons participating in the meeting can hear each other at the same time, shall constitute presence in person at the meeting. Unless otherwise provided in this Bylaws, any recommendation or election must pass by a majority vote (50% + 1) of those present.
	5. RULES OF PROCEDURE. Except as specifically provided otherwise herein, the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the Council. Except as otherwise provided in these By-Laws, Robert’s Rules of Order shall govern the conduct of meetings.
	6. VISITORS. The opportunity for non-Members to address the Council shall be limited to those who receive permission from the Pastor or Principal. Individuals who wish to attend a Council meeting shall submit a written request to the Principal for consideration to be included on the agenda. The request should include the topic for presentation, the person(s) requesting attendance and must be submitted no less than ten (10) business days prior to a scheduled meeting.
	7. AMENDMENTS. Recommendations for Amendments to these Bylaws require a two-thirds (2/3) majority vote of the Council. Amendments must be approved by the Pastor and Superintendent of Schools. Council members must receive written notice about Amendments at least one month before the vote to amend.

**ARTICLE XI**

12.1 INDEMNIFICATION. No Member or officer shall be liable, in damages or otherwise, to the School and/or the Archdiocese for any act or omission by any such Council member or officer pursuant to the authority granted by this Bylaws unless such act or omission results from fraud, gross negligence, or willful misconduct.

 In carrying out their respective powers and duties hereunder, each Member and officer shall exercise his or her best efforts and shall not be liable to the School and/or the Archdiocese for any actions taken or omitted to be taken in good faith and reasonably believed to be in the best interest of the School or for errors of judgment made in good faith.

 In any pending or completed action, suit, or proceeding to which a Member or officer is or was a party by reason of the fact that such Member or officer is or was a member of the Council or officer, the School shall undertake the defense of and indemnify such Council member or officer from and against any and all losses, harm, liabilities, damages, costs, and expenses (including, but not limited to, attorneys’ fees, judgments, and amounts paid in settlement) incurred by such Member or officer in connection with such action, suit, or proceeding if such Council member or officer determined in good faith, that the course of conduct which caused the loss or liability was in the best interests of the School, and provided that such Member’s or officer’s conduct does not constitute fraud, gross negligence or willful misconduct.

 The exculpation of liability and indemnification provided by this Article XII shall not be deemed exclusive of any other limitation on liability or rights to which those seeking indemnification may be entitled.

**ARTICLE XIII**

 13.1 MISCELLANEOUS.

13.1.1 The fiscal year shall be defined by the Archdiocese. The current designated fiscal year for the School shall be July 1 to June 30.

13.1.2 The articles and other headings contained in this Bylaws are for reference purposes only and shall not affect the meaning and interpretation of this Code.

13.1.3 Whenever the context requires, the gender of all words used herein shall include the masculine, feminine and neuter, and the number of all words shall include the singular and plural thereof.

Approved by the Pastor on the \_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, .

By: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Printed Name:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Cc: Chair, Principal