

ARTICLE I:

PURPOSE AND MISSION

The purpose of the ***Saint Joseph High School Board*** is to promote broader participation and to invite administrative and financial counsel in formulating policies for the operation of the school, and to assist in devising and maintaining plans designed to assure the successful permanent operation of the school.

In this context, the purpose of the ***Board*** shall not conflict with the daily operation of the school, other existing or future organizations which are concerned with providing advice or activities in other areas.

ARTICLE II:

ESTABLISHMENT

The ***Saint Joseph High School Board*** (hereinafter referred to as the "***Board***") is an integral subordinate of the Archdiocese of Los Angeles. The Principal, who has been given authority by the archbishop of Los Angeles, gives the ***Board*** its mandate and delegates responsibilities and tasks to the ***Board***.

The **Board** has been organized and shall operate exclusively to support **Saint Joseph High School** and its philosophical sponsorship by the **Sisters of St. Joseph of Carondelet**.

The **Board** shall embrace and in all actions perpetuate the mission and charism of the **Sisters of St. Joseph of Carondelet**. In keeping with such philosophical sponsorship, the rules, regulations and disciplines of the Roman Catholic Religious Congregation of the **Sisters of St. Joseph of Carondelet**, whose general motherhouse in the United States of America is in the City of St. Louis, State of Missouri, and whose Provincialate for the Los Angeles Province is in the City of Los Angeles, State of California, now in force and hereinafter adopted, shall always be a part of these Bylaws.

ARTICLE III:

THE MANDATE

The **Board** shall serve at the pleasure of the Principal and Administrative Team. All action of the **Board** shall be seen as counsel to the Principal who shall act in good faith and without prejudice in accepting such counsel, provided that no such action is in conflict with applicable Church, Archdiocesan, **Sisters of St. Joseph of Carondelet**, or civil law governing school administration.

The **Board** speaks and acts only as a body, and no member or group of members speaks or acts in the name of the **Board** except with the authorization of the **Board** as a body.

ARTICLE IV:

FUNCTION AND MEMBERSHIP

The **Board** is a consultative and advisory body to the Principal and Administrative Team in the specific areas designated by the Principal to be pertinent to the operation of the school and in which this consultative or advisory role is sought and valued by the Administration.

Individuals are chosen to serve on the **Board** because they are seen to have particular expertise in one or more of the areas designated by the Principal or have access to resources, human or material, related to these areas. They are invited to use these valuable assets on behalf of the school and its programs.

The **Board** gives a sense of stability to the school and works to ensure its continuance and the continuance of the mission, spirit and charism of the **Sisters of St. Joseph of Carondelet**.

ARTICLE V:

RIGHTS OF THE PRINCIPAL

As Chief Executive Officer of the school, the Principal enjoys the right to accept, reject or modify all proposals, advice or counsel generated by the **Board**.

The Principal will, at all times, act in accordance with, and maintain, the mission and spirit of the ***Sisters of St. Joseph of Carondelet*** and their philosophical sponsorship of the school.

While the ***Board*** is called on to provide input in developing school policies, the actual formation of all policies and the regulations through which those policies are implemented remain exclusively within the jurisdiction and authority of the Principal and her Administrative Team.

ARTICLE VI:

MEMBERSHIP ROLES

1. THE PRINCIPAL

The Principal serves as the Chief Executive Officer of the school and bears the overall responsibility for the school's operation, policies and instructional programs, concentrating primarily on its mission and Catholicity, finances, development and care of the physical facilities, fund raising efforts, and promotional and public information. She reports directly to a Regional Supervisor or designated delegate in the Department of Catholic Schools for all school-related issues that are within the policies of the Archdiocesan Handbook.

She also shares the administrative responsibilities assigned by the Archbishop of Los Angeles to her and her Administrative Team focusing on implementing the Catholic

mission in the academic program, student learning process, support for the teaching staff, co-curricular activities, discipline, and personnel practices.

She fosters an atmosphere in which a community of faith can grow and maintains positives relations with students, faculty and staff, parents, other schools and civic community.

2. THE EXECUTIVE COMMITTEE

The **Board** shall have an Executive Committee consisting of four officers and the Principal.

The officers shall be the **Chair of the Board**, **Vice Chair**, **Secretary**, and **Director of Mission Effectiveness** who will be primarily responsible for maintaining and perpetuating the integrity of the dedicated mission and spirit of **Saint Joseph High School** in keeping with its philosophical sponsorship by the **Sisters of St. Joseph of Carondelet** in all actions of the **Board**.

This committee shall transact the business of the **Board** during the intervals between meetings of the **Board** as shall come before it such as agenda for meetings and other considerations deemed appropriate for the **Board** by the Principal and her Administrative Team.

The Chair of the **Board** shall be the Chair of the Executive Committee.

The Committee shall meet as often as needed and as directed by the Principal.

3. STANDING COMMITTEES

Recognizing the need for diversified views and input and expertise on matters relevant to the continued and successful operation of the school, and for the responsible discharge of fiduciary responsibilities in the school programs, the **Board** shall create **Standing Committees** set forth below.

The Board's Committee Chairs are the members of the **Board** as appointed by the Principal.

Normally, the term of the Chair is concurrent with her term on the **Board**.

The Chairs of such Standing Committees have responsibility for staffing their respective committees with the approval of the Principal.

The primary purpose of the standing committees is to generate diverse input of ideas in their assigned areas and to complete whatever tasks are assigned by the Chair.

Each committee's requests for action are presented to the Executive Committee which shall seek the advice and consent of the **Board** (through consensus) for directions and decisions on all such requests.

Each committee shall be responsible to maintain action minutes of its meetings and to present such minutes, in a timely manner, to the Executive Committee for publication and distribution to the **Board** before the next regularly-scheduled meeting of the **Board**.

Each Committee is responsible for setting its own meeting calendar, as it deems appropriate, in order to function effectively within the guidelines.

Any overlapping of the functions of the Committees shall be resolved by actions of the Executive Committee.

The **Board** shall create Policy Memoranda, or Memorandums, of Understanding for the Committees, as needed.

Board Standing Committees shall be the following:

A. **STRATEGIC PLANNING**- This Committee's membership is made up of all the members of the **Board**. Its purpose is to develop and maintain the school's long-range strategic plans.

B. **MISSION, FAITH AND CHARISM**-This Committee's members are to be committed to developing and promoting mission, spirit and charism of the **Sisters of St. Joseph of Carondelet** and the Catholic faith community.

C. **EDUCATION** -The general purpose of this committee is to ensure the assessment of the current curriculum and extra-curricular activities to determine if the school is fulfilling its mission to provide the best academic education available to the young women it serves.

D. **BUDGET AND FINANCE**- The purpose of this committee is to provide guidance in all aspects of the school's financial management with special emphasis on establishing the budget and providing input on all areas requested by the school administration.

E. **DEVELOPMENT, MARKETING AND PUBLIC RELATIONS**- This committee will have the overall responsibility for oversight of all programs concerning major fund raising, grant writing, endowment and foundation programs. This committee will also promote school and community relations to enhance and maintain a positive image within the school and surrounding community.

F. **PLANT AND FACILITIES**- This committee has the responsibility to ensure the assessment of the current plant and facilities in order to prioritize needs and establish a plan for both preventative maintenance and long-range plans for future facilities.

G. **PUBLIC POLICY**- The purpose of this committee is to keep current on any legislation or Archdiocesan directives that could affect the school.

4. SPECIAL AD HOC COMMITTEES

The Chair, after discernment of need and due deliberation, may create special single purpose (ad hoc) committees for the purpose of performing special tasks or attaining special goals beneficial to the **Board's** mission.

Ad hoc committees shall be comprised of at least one **Board** member who acts as the Chairperson for the committee.

In order to clarify leadership, the **Board** shall nominate, from among its ranks, the Chairperson of the ad hoc committee subsequent to the appointment by the Principal.

In order to effectively complete the mission of the committee, the Chairperson, unless specifically directed to the contrary by the **Board**, may appoint any individual deemed qualified to serve on the ad hoc committee.

An ad hoc committee shall automatically dissolve upon the completion of its assigned task and the presentation of its final report to the **Board**.

ARTICLE VII:

BOARD MEMBERSHIP AND ELIGIBILITY

Provided they meet the criteria of necessary expertise required by the Principal, members of the **Board** shall be deemed qualified to serve.

Approval of membership on the **Board** requires a written personal biography or resume and a letter of interest from candidates indicating their experience and expertise.

Each Board member is expected to participate in one (1) Standing Committee (C-G).

ARTICLE VIII: NUMBER OF BOARD MEMBERS AND THEIR SELECTION

The **Board** shall be comprised of no less than nine (9) or more than twenty-five (25) members.

Board members are appointed at the discretion of the Principal.

The Principal may consult with, or solicit from, the Executive Committee nominees for appointment to the **Board**.

The Principal shall serve as an ex-officio member of the **Board**.

ARTICLE IX:

APPOINTMENTS AND OFFICE YEAR

1. **Regular Full Term Appointments**: Each **Board** member shall take office on

the first day of July in the year appointed and, unless otherwise terminated under the provision of these bylaws, shall serve for a term of three (3) years ending the last day of June in the third year, and may be appointed for one (1) additional term.

2. **Special and Midterm Appointments:** *Board* members selected in midterm to fill open seats on the *Board* shall have a term equal to the uncompleted term of the member being replaced.

The initial *Board* may be appointed with unequal terms in order to provide for staggered expirations and appointments and to ensure continuity.

ARTICLE X:

VACANCIES

A vacancy on the *Board* shall occur in the event of (a) the death or resignation of any member, (b) the declaration by resolution of the *Board* of a vacancy of a member who has been convicted of a felony or declared of unsound mind by a Court Order, or (c) the vote of the majority of all members to remove the *Board* member.

In the case of premature termination of services by the Chair, the Vice-Chair shall accede to the office of Chair.

In the case of premature termination of any other officer of the Executive Committee, the Committee shall, with the advice and consent of the **Board** and the Principal, appoint a member to serve the unexpired term.

ARTICLE XI:

TERMINATIONS

1. **Absenteeism**: Any member who is absent for three (3) consecutive regularly-scheduled **Board** meetings shall be deemed to have resigned.
2. **Voluntary**: Any member may terminate or resign from the **Board** at will by giving written notice to the Chair or Secretary of the **Board**. The resignation will be effective when the notice is given unless it specifies a later time for the resignation to become effective. The **Board** may elect a successor to take office as of the date when the resignation becomes effective.
3. **Involuntary**: The Principal, in consultation with the Executive Committee, may, for real and just cause, including moral turpitude, terminate the membership of any **Board** member.

ARTICLE XII:

OFFICER NOMINATIONS, ELECTIONS AND TERMS

1. **Officer Nominations:** The Board Chair shall appoint an ad hoc Officer-Nominating Committee in January of every other year. This Committee shall consist of three members of the **Board**, excluding the Chair. One member shall be designated as the Chair.

This Committee shall (a) promote open **Board** offices among the members of the current **Board**, and (b) present a slate of qualified and consenting nominees to the **Board** before the April **Board** meeting.

2. **Officer Elections:** Election of **Board** Officers shall take place at the April meeting each year. All **Board** members present at the meeting, or via proxy, may cast one officer-electing ballot vote.

The nominee receiving the plurality of votes shall be declared the Chair. The nominee receiving the second highest number of votes shall be declared the Vice-Chair.

Signed proxy ballots from quelled absentee votes, delivered to the **Board** Secretary prior to convening the election meeting, shall be deemed valid ballots. Electronic voting (via e-mail), where the

qualified sender is clearly identifiable and a **Board** member, shall be considered a valid ballot.

3. **Selection of the Board Secretary**: The school will provide a **Board** Secretary and the term of this secretary will be determined by the Principal.

4. **Tabulations**: The Vice-Chair of the Nominating Committee shall tabulate the votes at the close of the April meeting. The Chair of the Nominating Committee shall declare the nominee receiving a simple plurality of votes for each respective office as the officer.

5. **Terms and Inauguration**: The Chair and Vice-Chair shall serve a term of two (2) years, respectively. These officers shall not be qualified to serve more than two (2) consecutive terms in each elected office.

Each officer shall take office at the close of the last meeting of the school year.

ARTICLE XIII:

DUTIES OF THE OFFICERS

1. The Chair

The duties of the Chair shall be:

1. To Chair the Executive Committee;
2. To assure the timely preparation, publication and presentation of meeting agendas in consultation with the Principal;
3. To conduct the business of the meetings;
4. To assure the maintenance of appropriate meeting records; and
5. To seek community expertise for the **Board's** benefit in appointing replacements for retiring **Board** members.

2. The Vice-Chair

The duties of the Vice-Chair shall be:

1. To assist the Chair in the performance of his/her duties.
2. To preside and perform all other necessary functions normally attributed to the Chair in his/her absence.

3. The Secretary

The duties of the Secretary shall be:

1. To cause the maintenance and distribution of the **Board's** meeting calendars.
2. To cause the maintenance of a membership roster and biography file of all members.

3. To maintain the **Board** minutes.
4. To prepare and distribute meeting agendas and other documents (such as standing committee reports), as directed by the Executive Committee.
5. To lend support to the **Board**, as specifically directed by the Chair.
6. To cause the maintenance of the archives of minutes and other **Board** documentation, as directed by the Executive Committee.
7. To assure compliance with the governing rules of the **Board**.

4. The Director of Mission Effectiveness

The duties of the Director of Mission Effectiveness shall be:

1. To maintain and perpetuate the integrity of the dedicated mission and spirit of **Saint Joseph High School** in keeping with its philosophical sponsorship by the **Sisters of St. Joseph of Carondelet** in all actions of the Executive Committee and the **Board**.
2. To cause the maintenance of archives of documentation of the school's mission and the philosophical sponsorship of the school by the **Sisters of St. Joseph of Carondelet**.
3. To assure compliance of the **Board** with the governing rules, regulations and disciplines of the Sisters of St. Joseph of Carondelet.
4. To cause the maintenance of communication and dialogue with the **Sisters of St. Joseph of Carondelet** through their Province in the City of Los Angeles and to promote cooperative achievement of

philosophically mutual goals with them and other **CSJ** sponsored schools.

5. To assure that all actions of the Executive Committee and **Board** are not in conflict with, but instead promote, this philosophy of **Saint Joseph High School** as a CSJ philosophically sponsored school:

Saint Joseph High School, a Catholic educational community, inspired by the traditions of the Sisters of St. Joseph of Carondelet, shares in the CSJ mission to foster the Gospel values of justice, love, and peace in learning communities that enable students to grow spiritually, academically, emotionally, and socially.

Saint Joseph High School acknowledges the dignity, value, and uniqueness of each student. Embracing the charism of the sisters, Saint Joseph High School is committed to enabling each student to become "all of which woman is capable" in an atmosphere of "unity and reconciliation" reaching out to serve "the dear neighbor" in a spirit of "excellence, tempered by gentleness, peace and joy."

ARTICLE XIV:

BOARD MEETINGS

The **Board** shall meet no less than four (4) times per year on a calendar set by the members of the **Board**. If necessary, the **Board** shall meet two additional times in order to specifically establish the Nominating Committee and to elect officers in accordance with these Bylaws.

In order to assure the broadest possible opinions and views to be presented, a simple majority of the active **Board** members, excluding ex-officio members, must be present at any meeting in person, over the telephone, or electronically, in order to conduct the official business of the **Board**.

A simple majority of the membership is required for a quorum.

The Principal, or her designated representative, must be present for the **Board** to meet.

The **Board** shall set its meetings at such times and locations as to afford maximum membership participation.

The **Board** may also elect to conduct its meetings where members are interconnected via telephone or electronic media, as deemed appropriate.

ARTICLE XV:

BOARD ACTIONS

The **Board** shall discuss those matters which are presented to it in a timely manner and within the time set aside for discussion.

The **Board**, except as specifically otherwise noted herein, shall discuss issues presented for action in agendas in order to obtain a consensus of the **Board** in matters before it.

If a consensus is not reached within the time allotted, discussion of the topic will be deferred to the next meeting or to a committee for more input.

The **Board** shall make recommendations for action in those matters which are deemed to be in the best interests of the school and not contrary to existing Canons, Archdiocesan rules, the mission of the **Sisters of St. Joseph of Carondelet**, or California law.

ARTICLE XVI:

AGENDA AND MINUTES

The Executive Committee shall meet in person, over the telephone, or electronically at least two weeks prior to a regularly scheduled **Board** meeting in order to allow time for preparation of **Board** agendas.

Matters of school policy business referred to any **Board** member from any source, including parents and school teachers, must be referred to the Executive Committee for agenda consideration.

The **Board** shall maintain a record of its actions and specific recommendations for policy in appropriate minutes.

General discussion and opinions shall not become part of these records.

All minutes of meeting will be available upon written request by any parent or interested persons or groups deemed appropriate by the Executive Committee.

Minutes shall be prepared, catalogued, archived and distributed by the **Board** Secretary in the school office.

Retention policy of such records shall be established by the **Board** and directed to the Secretary for implementation.

ARTICLE XVII:

CHANGES IN BYLAWS

Amendments to the **Board** Bylaws shall be proposed in writing to the Board Secretary for inclusion in the Executive Committee agenda of a regularly scheduled Board meeting.

The Secretary shall deliver detailed copies of the proposed Bylaws changes, together with copies of the existing Bylaws, to each member of the **Board** at least fifteen (15) days prior to the meeting date scheduled to review such proposals.

At the point where discussion on the matter has been declared closed, the Chair will cause the Bylaws amendment date to be added to the **Board's** agenda of another scheduled meeting.

Proxies from qualified **Board** members, delivered to the **Board** Secretary in person, in writing or electronically (e-mail), prior to calling the matter at the amendment meeting, shall be considered valid.

Amendments must be approved by a two-thirds majority of the full membership of the **Board** and shall be adopted upon the approval of the Principal.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that:

1. I am the duly elected and acting Secretary of ***Saint Joseph High School Board***.
2. The foregoing Bylaws, consisting of seventeen (XVII) articles and twenty-one (21) pages, constitute the Bylaws of the ***Saint Joseph High School Board*** and were approved by the members of the ***Board*** on October 9, 2007.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Secretary this ninth day of October, 2007.

A handwritten signature in cursive script, reading "Karen Castillo", is written over a horizontal line.

Karen Castillo, Secretary

ESTABLISHMENT
OF
SAINT JOSEPH HIGH SCHOOL BOARD
APPOINTMENT
OF
THE INITIAL BOARD MEMBERS
AND
EXECUTIVE COMMITTEE
OF
SAINT JOSEPH HIGH SCHOOL BOARD

The undersigned, as Principal of Saint Joseph High School and with the authority given by the Archdiocese of Los Angeles and the Cardinal Archbishop of Los Angeles,

IN CONSIDERATION of the needs of Saint Joseph High School and its students, today and in the future,

AND to promote broader participation and to invite administrative and financial counsel in formulating policies for the operation of the school, and to assist in devising and maintaining plans of operation designed to assure the successful permanent operation of the school,

HEREBY CONFIRMS THE ESTABLISHMENT of the ***Saint Joseph High School Board*** to operate as a consultative and advisory body to the Principal and Administrative Team in specified areas designated by the Principal to be pertinent to the operation of the school and in which this consultative or advisory role is sought and valued by the Administration.

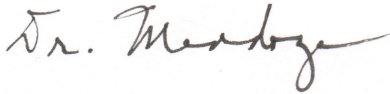
THE FOLLOWING PERSONS ARE APPOINTED AND CONFIRMED as the initial members of the ***Board***, having met the standards required by the Principal, for the following terms (staggered to allow for continuity) until they resign, are removed, or reappointed; or until their successors are duly appointed and qualified:

<u>Name:</u>	<u>Appointed Term Ending Date</u>
Terri Aimerito	
Karen Barnes	
Jessie Christensen	
Sr. Janet Duffy, CSJ	
Mary Koppes	
Dr. Terri Mendoza	

Rev. John Shevlin, SVD
Elizabeth O'Connor
Connie Sziebl
Helen Thies
Sr. Kieran Vaughan, CSJ
Sr. Barbara Joseph Wilson, CSJ
Jackie Carey-Wilson

THE FOLLOWING PERSONS ARE APPOINTED AND CONFIRMED AS OFFICERS OF THE EXECUTIVE COMMITTEE OF THE BOARD, having met the standards required by the Principal and the **Board**:

<u>Name:</u>	<u>Office:</u>
Elizabeth Dodds O'Connor	Chair of the Board
Terri Aimerito	Vice Chair
Karen Castillo	Secretary
Sr. Janet Duffy, CSJ	Director of Mission Effectiveness



Dr. Terri Mendoza, Principal

09 October 2007

APPOINTMENT
OF
THE INITIAL BOARD MEMBERS,
EXECUTIVE COMMITTEE
AND
ADOPTION OF BYLAWS
OF
SAINT JOSEPH HIGH SCHOOL BOARD

WHEREAS, no Bylaws have been adopted for the regulation of the affairs of the ***Saint Joseph High School Board***;

WHEREAS, it is deemed to be in the best interests of the ***Board and Saint Joseph High School*** that the Bylaws be adopted as the Bylaws of the ***Saint Joseph High School Board***;

IT IS RESOLVED that the Secretary of the ***Board*** is authorized and directed to execute a Certificate of the adoption of these Bylaws, to insert the Bylaws as so certified in the minutes of the ***Board***, and to see that a copy of the Bylaws, similarly certified, is kept at the Office of ***Saint Joseph High School***.

APPROVED BY THE SAINT JOSEPH HIGH SCHOOL BOARD

THIS NINTH DAY OF OCTOBER, 2007