

CONSTITUTION
OF THE
DIOCESAN SCHOOL BOARD
OF
THE ROMAN CATHOLIC CHURCH OF THE DIOCESE OF PHOENIX

ARTICLE I

Authority, Mission and General Purpose of the Board

Section 1. Constitution

The DIOCESAN SCHOOL BOARD OF THE ROMAN CATHOLIC CHURCH OF THE DIOCESE OF PHOENIX ("Board") is an advisory body with consultative responsibilities and functions limited to those set out in following sections of this Constitution.

Section 2. Authority for and Approval of this Constitution

This Constitution is derived from and established in accordance with the Code of Canon Law of the Catholic Church, including Canons 796-806. This Constitution is made under the authority of the Bishop of the Roman Catholic Church of the Diocese of Phoenix ("Bishop") who is the jurisdictional authority from whom the Board is established. This Constitution amends, restates, supersedes and replaces in its entirety any prior Constitution or other governing document of the Board. In the event of any conflict between this Constitution and any other documents relating to the governance of the Board, this Constitution shall govern and control.

Section 3. Mission and General Purpose

3.1 Mission. The mission of the Board ("Mission") is to support the Roman Catholic Diocese of Phoenix ("Diocese") and the Bishop in the faith formation of children in the diocesan Catholic schools, leading them to an encounter with the living Christ, integrating faith throughout an educational process that promotes academic excellence, moral values, and lifelong service.

3.2 General Purpose. To further its Mission, the Board advises and consults with the Catholic Schools Office of the Diocese ("Catholic Schools Office") and the duly-appointed Superintendent of Catholic Schools of the Diocese ("Superintendent"), and recommends appropriate policies to assist the Superintendent and the Bishop in meeting the Canon Law responsibilities regarding the establishment and direction of the Catholic schools throughout the Diocese (collectively, the "Schools").

ARTICLE II

Conduct of the Board

Section 1. Authority of the Board. The Board and all its related operations will be conducted in a consultative capacity to the Superintendent in service of the Bishop in accordance with the Code of Canon Law and the general principles of governance of the Catholic Schools Office of the Diocese. The Board has no power or authority, itself or through its agents, to have control of Diocesan or School funds, enter into contracts, acquire, hold, dispose of or deal with property, establish policies, hire or retain personnel, or otherwise direct or interfere with the operations of the Catholic Schools Office or the Schools.

Section 2. General Functions of the Board. The Board shall be advisory to the Superintendent and the Bishop in all matters for which either of them may seek the Board's advice and counsel. The Board's primary functions shall include:

2.1 Preparing and submitting to the Superintendent a Strategic Plan incorporating the objectives, goals, and plans of the Catholic Schools Office, as updated at least annually, and from time to time as may be appropriate ("Strategic Plan");

2.2 Providing a written annual report of its conduct and related operations under its Strategic Plan to the Superintendent and Bishop;

2.3 Developing, preparing and implementing the plans of the Board and its committees pursuant to the Strategic Plan through the use of such standing and ad hoc committees of the Board that it shall appoint from time to time;

2.4 Providing advice to the Superintendent on financial matters concerning all Schools, primarily through the establishment and utilization of a Finance Committee as a continuing standing committee of the Board reporting to the Board and the Superintendent;

2.5 Recommending the annual budgets for Diocesan Catholic high schools to the Superintendent and the Bishop for approval or disapproval;

2.6 Recommending written policies to further the Strategic Plan and the other objectives, goals and plans of the Catholic Schools Office, the approval of such policies being expressly subject to the written approval of the Superintendent and the Bishop;

2.7 Providing advice, at the invitation of the Superintendent, upon matters of curriculum and educational excellence and areas of emphasis for the Schools and the Catholic Schools Office;

2.8 Providing advice, at the invitation of the Superintendent, upon matters of Schools' budgeting, finance and fiscal and organizational management;

2.9 Such other functions that the Superintendent or the Bishop may request that the Board consider and provide advice.

ARTICLE III

Board Governance

Section 1. General Eligibility. Only those persons who are in full communion with the Roman Catholic Church, who are registered members of a Roman Catholic parish or mission in the Diocese of Phoenix, and who have attained the age of eighteen (18) years are eligible to be appointed and to serve as members of the Board.

Section 2. Appointment. The Bishop (or his designate) shall have the sole right and authority to appoint members to the Board and shall retain the sole right and authority to remove a person from his or her membership on the Board in the event that the Bishop determines that such person is not qualified to serve in that capacity. The Bishop shall be the ultimate decision-maker on any question that may arise with regard to any such appointment or removal, and his decision on such matters shall be final. All Board members shall serve at the pleasure of the Bishop.

Section 3. Governance. The terms of office, qualifications, method of election, duties, and voting rights of the members of the Board shall be as specified in the Bylaws of the Board as approved by the Bishop ("Bylaws").

Section 4. Officers. The Executive Committee of the Board shall annually select officers from its membership to serve upon acceptance of such election as designated officers of the Board for their term of service. The terms of office, qualifications, method of election, duties and matters of authority of the officers of the Board shall be as specified in the Bylaws of the Board, as approved by the Bishop.

ARTICLE IV

Indemnification of Members and Waiver of Liability

No member of the Board shall be liable for monetary damages for any action taken or any failure to take any action as a member of the Board. To the fullest extent permitted by law, the Diocese shall indemnify, hold harmless and advance expenses to any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer or member of the Board, or is or was serving at the request of the Diocese or the Bishop as an officer or member of the Board. The foregoing indemnification and advancement of expenses shall be mandatory in all circumstances in which the same are permitted by law, and shall include the indemnitee's spouse if such spouse incurs expenses or liabilities by reason of the fact he or she is or was married to an officer, or member of the Board, or to someone who is or was serving at the request of the Diocese or the

Bishop in such capacity. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any matter giving rise to indemnification and advancement of expenses occurring prior to such repeal, amendment or modification. Notwithstanding anything in this Article IV to the contrary, the foregoing indemnification, advancement of expenses and hold harmless shall not apply for any member or officer to the extent any such claims arise based upon acts or omissions which constitute fraud or willful misconduct on the part of such member or officer.

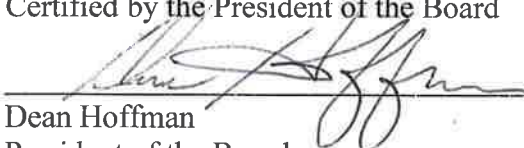
ARTICLE V

Amendments

This Constitution may be altered, amended, or repealed, and a new Constitution may be adopted at the request of the Superintendent, and thereafter at any annual or special meeting thereof, provided that the proposed alteration, amendment, repeal, or substitution is duly adopted by a majority of the members present of the Board at any meeting called for that purpose; and provided further, that to be effective, any proposed alteration, amendment, repeal, or substitution of this Constitution must be approved in its entirety by the Superintendent and the Bishop. Any proposed alteration, amendment, repeal, and/or substitution of this Constitution not so approved by the Superintendent and the Bishop shall be deemed null and void and of no force and effect.

This Constitution has been adopted by the Board at a duly called and constituted meeting of the Board this 26 day of March, 2015.

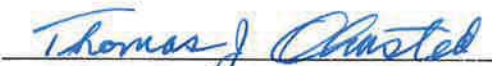
Certified by the President of the Board



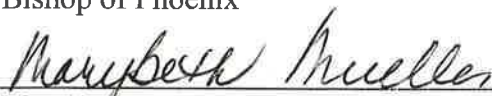
Dean Hoffman
President of the Board

This Constitution has been approved by the by the Bishop of the Roman Catholic Church of the Diocese of Phoenix this 1st day of April, 2015.

APPROVED:



Most Reverend Thomas J. Olmsted
Bishop of Phoenix



MaryBeth Mueller
Executive Director of the Division of Education and Evangelization and Superintendent of Schools

BYLAWS OF THE DIOCESAN SCHOOL BOARD

OF

THE ROMAN CATHOLIC CHURCH OF THE DIOCESE OF PHOENIX

These Bylaws of the DIOCESAN SCHOOL BOARD OF THE ROMAN CATHOLIC CHURCH OF THE DIOCESE OF PHOENIX (the “Board”) are entered into subject to and in accordance with the Constitution of the Diocesan School Board of the Roman Catholic Church of the Diocese of Phoenix (the “Constitution”). These Bylaws amend, restate, supersede and replace in their entirety any prior Bylaws. In the event of any conflict between these Bylaws and the Constitution, the Constitution shall govern and control.

Article I. Membership

The Board shall consist of a minimum of 9 members and a maximum of 17 members. Up to 2 members of the Board shall be priests who have been appointed by the Bishop to serve at Schools or parishes with Schools. Employees of the Diocese of Phoenix (or any schools, parishes, missions, or other Catholic institutions of the Diocese of Phoenix) and their spouses are not eligible to serve on the Board. Members of local Catholic school boards within the diocese are not eligible to serve on the Board.

The Nominating Committee of the Board shall have the responsibility of acquiring the eligible nominees for appointment to the Board in accordance with Article III of the Constitution. The Committee will interview each qualified applicant at a special Nominating Committee meeting, review and discuss their choices, and shall select the nominee(s) in consultation with the Superintendent.

The names of the nominee(s) shall be delivered to the Bishop by the Superintendent. The Bishop shall determine whether to appoint any or all of the nominee(s), or to appoint any other eligible candidate, in his discretion. The Bishop shall make his appointment(s) no later than May 31 unless circumstances require a different date. The appointee(s) shall take office at the Board’s next regularly scheduled meeting of the new academic year unless an alternative date is warranted based on the Bishop’s appointment date.

Article II. Term of Office; Removal of Members of the Board

Members shall serve for a three-year term of office, which may be renewable for two additional three-year terms upon submittal of a written request to the President and Superintendent at the end of each term but prior to the start of the next term. Upon review, the Bishop and Superintendent shall decide upon the request. If a Board member no longer wishes to serve on the Board, he/she shall so notify the President in writing and he/she shall be replaced as soon as practicable.

A member may be removed from office by the Board for cause only by the affirmative vote of majority of the voting members of the Board. Any action to remove a Board member shall be written secret ballot and such action is subject to approval of the Bishop.

Any member of the Board missing three consecutive regular Board meetings without having been excused by the President may have his/her office declared vacant by the President. Notwithstanding anything to the contrary, the Bishop has the right and authority to remove a member from the Board in the event that the Bishop determines, in his sole discretion, that such person is not qualified to serve in that capacity.

A vacancy in the membership of any member of the Board caused by death, resignation, disability, removal, or declaration of the President as provided above shall be filled as set forth in Article I of these Bylaws. A vacancy shall be filled no later than the next nominating process. The appointee shall fill said vacancy for the unexpired term of the position he/she fills.

Article III. Meetings

Section 1. Regular Meetings of the Board

Regular meetings of the Board shall ordinarily be held nine times a year. The number, place and time of meetings shall be determined by the Board in consultation with and subject to approval of the Superintendent.

Section 2. Special Meetings

Special meetings of the Board for any purpose may be called at any time by the President in conjunction with the Superintendent or, if he/she is unable or refuses to act, by a majority of the members of the Board, in conjunction with and subject to approval of the Superintendent.

Section 3. Quorum

A simple majority of the authorized members of the Board (and the presence of the Superintendent or his/her designee) shall constitute a quorum for the transaction of business.

Section 4. Rules of Order

The Board may fix its own rules of procedure, but in the absence of such rules, Robert's Rules of Order Revised shall apply.

Section 5. Meetings

All meetings of the Board, both regular and special, are for the purpose of serving and advising the Bishop and Superintendent of the Catholic Schools Office and shall not be open to the public unless authorized to do so by the Bishop and/or Superintendent.

Section 6. Majority Vote

After agreement on the wording of a motion is reached through consensus, a simple majority of those voting on any particular motion shall constitute Board action on any motion.

Article IV. Officers

The officers of the Board, as established in the Board's Constitution, shall have duties as stated in these Bylaws including the following:

President: The President shall preside at all regular and special meetings of the Board, shall vote on motions, shall make appointments of chairpersons of all standing committees of the Board, shall have the authority to create ad hoc committees of the Board and appoint members thereto, shall plan and organize the agendas of the Board meetings in consultation with the Superintendent, shall insure that Board decisions are implemented, and shall see that the functions of the Board committees are being properly performed.

Vice President: The Vice President shall, in the absence or disability of the President, perform all the duties of the President. When so acting, he/she shall have all the powers of and be subject to the restrictions on the President.

Secretary: The Secretary shall be responsible for the preparation and retention of the official minutes of all regular and special meetings of the Board and shall perform such other duties as designated by the Board.

Past President: The Past President shall be of counsel to the Board and will serve as a member of the Executive Committee.

Article V. Election and Term of Officers

The officers of the Board shall be selected annually by the Executive Committee and announced at one of the Board's regular meetings (ordinarily in April or May) and shall assume the office at the regular meeting of the Board in August.

Officers shall serve for a one-year term of office, which is renewable by the Executive Committee for one additional year.

Each officer shall hold the office until he/she resigns, is removed by the Board or the Bishop, otherwise is disqualified to serve, or until his/her successor is elected, whichever event occurs first.

Article VI. Committees

Except as otherwise provided in these Bylaws, the President, immediately after his/her election each year, shall appoint from the members of the Board a chairperson for each standing committee of the Board specified in these Bylaws. The Executive Committee of the Board shall appoint the members of the committee, subject to the approval of the Board at the meeting in which the appointments are announced.

Except as provided in Article VII of the Bylaws or where impracticable, a minimum of two members of each committee shall be members of the Board. The President and the Superintendent of Schools shall be *ex officio* members of each committee.

The members of each committee shall serve until their resignation, their removal by a simple majority vote of the Board, or the first regular meeting following the election of a new President of the Board, whichever event occurs first.

Article VII. Standing Committees

The standing committees of the Board shall be as follows:

Nominating Committee

(A nominee for election to the Board shall not be a member of the Nominating Committee.)

Executive Committee

The Board may, by resolution adopted by a majority of the whole Board, name five or more of its members as an Executive Committee, including at a minimum the President, Vice-President, Secretary, Past President and one member at large. The Executive Committee will have and may exercise the powers of the Board while the Board is not in session. A majority of those named to the Executive Committee will constitute a quorum, and the Executive Committee may at any time act by the written consent of a quorum thereof, although not formally convened.

Finance Committee

The Finance Committee shall (i) formulate financial policies and recommend them to the full Board, (ii) recommend changes in financial procedures, (iii) monitor ongoing revenues and expenditures, and (iv) recommend to the full Board approval or disapproval of the annual budgets for Diocesan Catholic high schools.

Article VIII. Executive Officer

The Superintendent shall be the executive administrator of the Board and shall be entitled to be present at all regular and special meetings of the Board. The Superintendent is not a member of the Board, and does not vote on matters before the Board.

Article IX. Liability

Any person who serves as a member of the Board or who serves in an advisory capacity to the Board shall be immune from civil liability in accordance with the terms of, and as more particularly set forth in, Article IV of the Constitution.

Article XI. Amendments to Bylaws

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted at the request of the Superintendent, and thereafter at any annual or special meeting thereof, provided that the proposed alteration, amendment, repeal, or substitution is duly adopted by a majority of the members present of the Board at any meeting called for that purpose; and provided further, that to be effective, any proposed alteration, amendment, repeal, or substitution of these Bylaws must be approved in its entirety by the Superintendent and the Bishop. Any proposed alteration, amendment, repeal, and/or substitution of these Bylaws not so approved by the Superintendent and the Bishop shall be deemed null and void and of no force and effect.

Date: FEB. 4, '22

Approval: Jon Harrison
Jon Harrison
President of the Board

Date: 2-4-2022

Approval: Domonic Salce
Domonic Salce
Superintendent of Schools

Date: 2-8-22

Approval: Thomas J. Olmsted
+Most Rev. Thomas J. Olmsted
Bishop of Phoenix