MORRIS CATHOLIC HIGH SCHOOL
BOARD OF TRUSTEES
By-Laws

AMENDED FEBRUARY 9, 2016

Approved By: +Arthur J. Serratelli
The Most Rev. Arthur J. Serratelli
Bishop of the Diocese of Paterson

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ARTICLE I — MEMBERSHIP OF BOARD OF TRUSTEES

Section 1 - Name
The organization will be known as Board of Trustees of Morris Catholic High School, hereinafter referred to as the “Board”.

Section 2 - Number and Qualifications
The Board shall not be fewer than fourteen (14) persons and will number no more than twenty (20) appointed members.

New members of the Board of Trustees shall be proposed by the Board of Morris Catholic High School and approved and appointed by the Bishop of the Diocese of Paterson. In addition to the appointed board members, there will be two (2) ex-officio members: The President of the school and the Superintendent of Schools for the Diocese.

A four-fifths majority of the Board of Trustees members must be practicing Catholics.

Each Trustee, appointed and ex officio, shall pledge to uphold the mission of the school as a Catholic high school. Each Trustee shall also uphold a sense of strict confidentiality and integrity in the handling and dealing of school business and related information.

Section 3 - Term of Office
The terms of appointed members shall be for three years, and appointed members may be appointed for a maximum of two consecutive terms. However, a person may again serve as a Trustee after a one-year break in service. Ex Officio members are appointed for the term of their offices. The terms of appointed members shall be staggered equally over a three year period to provide for continuity of a majority of membership from year to year.

After the initial term of an appointed Trustee has expired, that Trustee may be re-appointed by the Bishop upon re-nomination by the Board. The term for appointed trustees shall begin on the date of his or her appointment and end on the date of the third annual meeting of the Board following the date of the election of such Trustee.

Section 4 - Nominations
Names of prospective Trustees shall be reviewed and nominated at the annual meeting of the Board. The Board members shall endeavor to identify nominees that represent the interests of Catholic education in the Diocese of Paterson. Employees of the school and members of their immediate families are not eligible for appointment, ex officio members excepted.

Section 5 - Resignation, Removal and Vacancies
Any Trustee may, at any time, resign by written resignation delivered to the President of the School. Any Trustee may be removed from the Board if he or she fails to attend three consecutive regular Board meetings; however, he or she may be reinstated by the affirmative vote of two-thirds of all of the members of the Board of Trustees.

Any Trustee may be removed for cause at any time by the affirmative vote of two-thirds of all of the members of the Board of Trustees and the approval of the Bishop, provided, however, that the Board of Trustees shall not be required to publicly divulge the cause of such removal. In addition, the

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Bishop has the authority to remove with or without cause any board member or board members. Any unanticipated vacancy shall be filled by the existing nomination process, with the approval of the Bishop.

ARTICLE II — PURPOSES AND FUNCTIONS

Section 1 - Purpose
The purpose of the Board shall be to act as the policy-making body of the school within the limits of its jurisdiction and subject to the reserved rights and powers of the Bishop of the Diocese of Paterson as indicated in Article VI of these by-laws. The Board’s primary responsibility is for the effective governance of Morris Catholic High School.

Section 2 - Functions
The Board shall have the following rights and powers and all those additional rights and powers as delegated to the Board by the Bishop of Paterson:
1. Monitor the school’s compliance to its mission;
2. Approve the goals and objectives of the school annually and monitor their implementation;
3. Determine policies which will guide the implementation of the school’s mission;
4. Approve the school’s compensation, tuition, fees and student scholarship and financial aid policies;
5. Establish policies and procedures for Board operation and evaluation;
6. Monitor the use and effectiveness of Board policies and recommend changes when needed;
7. Review the performance of the President of the school in collaboration with the Superintendent of Schools and in compliance with the policies and practices of the Diocesan Catholic Schools Office;
8. Recommend the appointment of the President of Morris Catholic to the Superintendent for approval by the Bishop;
9. Recommend changes to the organization’s long range and strategic plans;
10. Review for approval any single expenditure in excess of $25,000 excluding salaries & benefits;
11. Expenditures ranging from $10,000 - $25,000 must be reported to the Board within fifteen (15) days;
12. Review for approval an annual balanced operating budget and capital budgets including compensation, tuition, fees and student scholarship and financial aid;
13. On a quarterly basis receive and review financial reports including a comparison of budget to actual;
14. Review for approval the regularly scheduled audit;
15. Recommend nominations of Trustees for appointment to the Board by the Bishop. All recommendations will follow the normal process designated by the Superintendent and the Bishop of Paterson before receiving final approval.

ARTICLE III — MEETINGS OF THE BOARD

Section 1 - Annual Meetings/Regular Meetings
The Board shall hold an annual meeting of the Board for the purpose of organization, identification and nomination of Trustees and officers, and the transaction of other business. The annual meeting of the Board shall be held on the day and time designated by resolution of the Board. A minimum of
three other Board meetings will be scheduled throughout the calendar year on the days and times designated by resolution of the Board.

Section 2 - Special Meetings
Special meetings of the Board may be held at any time determined by a resolution of the Board of Trustees or by a call of at least 25 percent of the members with the approval of the Superintendent of Schools. Such resolutions and calls for special meetings shall specify the time, date and purpose or purposes of the meetings, and no business other than that specified may be considered at any such meeting. All special meetings shall be held at the school premises unless a different place is specified in the resolution of the Board of Trustees.

Section 3 - Notice of Meetings
Written notice of every annual, regular, or special meeting of the Board, stating the time, date and place of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given either by personal delivery or by mail to each member not less than 10 or more than 60 days before the date of the meeting. Notices shall be issued by the secretary or, in the case of a call by members of the Board for a special meeting, may be issued by the members of the Board calling such meeting. Notification by electronic means is acceptable.

Section 4 - Voting Right of Members
Each member of the Board shall be entitled to one vote on each matter properly presented to the members of the Board. Voting may be conducted in person, by mail, by phone, e-mail or any other reliable means. Ex-officio members will not have voting rights. Meetings of the Board or any committee of the Board may be held through communications equipment if all persons participating can hear each other. Such participation by any Board member or committee member shall constitute presence at the meeting.

Section 5 - Quorum
A majority of the whole number of members of the Board shall constitute a quorum at any annual, regular, or special meeting of the Board for the purpose of nominating Trustees or for any other purpose properly introduced prior to the meeting; provided, however, that if less than a quorum be present, the Board members present, in person, shall constitute a quorum for the purpose of adjourning the meeting from time-to-time, without notice other than announcement at such meeting, until a quorum competent to act on any matter or proposal is present, and at any such adjourned meeting there may be transacted any business which might have been transacted at the meeting as originally called. If there is not a quorum, the members should still receive reports and presentations originally scheduled without voting or taking other actions.

Section 6 - Procedure
Board meetings shall be called to order and, and unless the Board protocol otherwise orders, the Chairperson of the Board of Trustees shall preside. Unless otherwise ordered by the Board, the order of business at the annual meeting shall be:

a) Approval of the minutes of the previous meeting;
b) Nomination of Trustees, as necessary;
c) Presentation and review of financial reports and any other reports by officers or committees;
d) Unfinished business, if any;
e) New business, if any.
Decisions regarding any parliamentary questions shall be governed by the latest edition of *Roberts’ Rules of Order*.

Section 7 - Action Without Meeting
Any action which may be authorized or taken at a meeting of the Board may be authorized or taken without a meeting with the affirmative vote or approval of, and in writing signed by, at least a majority of the Board. Electronic writing is acceptable.

Section 8 – Open Meetings
Constituents may attend any regular meeting of the Board only with the prior authorization of the Chair. Any person qualified to attend a meeting of the Board, or any person attending any such meeting at the request or invitation of the Board may address the Board only upon recognition by the chairperson. On the call of the chairperson, any meeting of the Board may be adjourned from time to time for an executive session without notice other than announcement at the meeting.

ARTICLE IV — OFFICERS

Section 1 - Officers
The officers of the Board shall be a Chairperson of the Board, Vice Chairperson, and Secretary, and other officers, as may be appointed by the Board. They, along with the President of the school, the Superintendent of Schools, and the chairs of the standing committees, shall constitute the “Executive Committee.” The same person may NOT hold more than one office, and the officers shall be nominated in accordance with Section 2 or 3 below. Ex officio members as well as pastors who serve on the board may not serve as officers of the board, that is, as chair, vice-chair, or secretary or as the chair of any standing committee.

Section 2 - Election and Term
At the annual meeting of the Board, the Board shall elect by majority vote all officers of the Board. All officers of the Board shall hold office for two years and until their successors are identified and elected. In the initial election of officers as provided in these by-laws, the terms of the officers shall be staggered.

Section 3 - Vacancies and Absence
If any office shall become vacant by reason of the death, resignation, removal or other cause, the Board may nominate a successor to hold such office for the unexpired term. In case of the absence of any officer of the Board from his or her duties, the Board may delegate, on a temporary basis, the powers and duties of such officer to any other officer or to any Trustee, except where otherwise provided by these by-laws.

Section 4 - Duties of Officers
The duties of the officers shall be as follows:

- The Chairperson of the Board shall preside at all meetings of the Board. The Chairperson of the Board shall also perform such other duties as may be assigned from time to time by the Board.
• The Vice Chairperson of the Board shall preside at all meetings of the Board in the event of the absence of the Chairperson of the Board from the meeting.

• The President of the school shall be the Chief Executive Officer of the school and shall exercise, subject to that accorded and reserved to the Bishop, The Superintendent, and to the control of the Board, a general administrative role with respect to the affairs of the Board and shall perform such other duties as may be assigned from time to time by the Board. The President of the school shall attend all meetings of the Board, regularly scheduled or otherwise, unless his/her absence is otherwise approved or requested by the Board. The President of the school is appointed by the Bishop upon nomination by the Board.

• The Secretary shall see that the following are attended to: All required notices are given, the roster of the Board is maintained, and the minutes of all meetings of the Board are kept and circulated. The Secretary shall also perform such other duties as may be assigned from time to time by the Board.

ARTICLE V — COMMITTEES

Section 1 - Committees
The Board has the following standing committees and may also establish such ad hoc committees as it deems necessary or proper to carry out the purposes of this organization:

• The Executive Committee: The executive committee shall act in the name of the Board and advise the chair and the President of the school on matters that need the attention of the Board between meetings when it is not possible or feasible to have a meeting of the Board.

• Nominating and Board Development Committee: The nominating and board development committee shall submit recommendations to the Board for members to be appointed by the Bishop. This committee shall also recommend to the Board at the appropriate time members to be elected as officers and members to be appointed chairs of the various committees. The nominating and board development committee shall also submit its nominations for any of the foregoing offices when vacancies occur. In addition, this committee shall design and coordinate a plan that will facilitate the preparation of all Board members for effective functioning on the Board and the standing committees, and, in addition, coordinate a plan for the annual evaluation of Board performance and effectiveness.

• The Strategic Planning Committee: The strategic planning committee shall provide leadership for and engage the Board and the school community in an ongoing process of strategic planning to provide for and ensure the future of the school.

• Finance Committee: The finance committee shall oversee the annual budget process and monitor the fiscal practices and policies of the school in cooperation with the President of the school. The finance committee shall make recommendations concerning the financial policies and practices of the school including but not limited to tuition, fees, faculty salaries, and grant-in-aid programs.
• Building & Grounds Committee: The buildings and grounds committee shall plan for and provide for the long and short range needs of the physical plant and property.

• Development, Public Relations, and Marketing Committee: The development, public relations, and marketing committee shall monitor the initiatives of the school in these areas and give leadership in providing for resources and planning in these areas.

• The Mission, Catholic Identity, and Program Committee: The mission, Catholic identity and program committee shall provide for and monitor the mission effectiveness of the school and the quality of all of the programs of the school as well as provide leadership for planning and policy in these areas.

All committee reports shall be distributed to all members of the Board prior to any meeting of the Board. Normally, the items to be considered by the Board should come to the Board through one of its committees.

ARTICLE VI - DIOCESAN RESERVED RIGHTS AND POWERS

The Bishop of Paterson, specifically reserves the following rights and powers (the Superintendent of Schools, Diocesan Chief Financial Officer, and General Counsel for the Diocese may be involved in carrying out these reserved powers):

a) Approval of the recommended members nominated by the Board as well as removal of any board member with or without cause;

b) Approval of the recommendation of the Board for the appointment, reappointment or removal of the President of the school;

c) Approval of the recommendation of the Board of the incurring of a debt or other obligation that exceeds $25,000.00;

d) Approval of the recommendation of the Board of the annual operating and capital budgets;

e) Approval of the recommendation of the Board of the organization’s long range and strategic plans;

f) Approval of the change in the organization’s mission;

g) Approval of any sale, lease, or encumbrance of any property belonging to the Diocese;

h) Approval of capital improvements in excess of $25,000.00;

i) Approval of the auditors for the organization;

j) Approval of the regularly scheduled audit;

k) Approval of the organization’s investment policy;

l) Approval of the Board’s recommendations for amendments for changes to these by laws;

m) Right to appoint a diocesan representative to act on his behalf in his absence or should he be unable to respond to a need or function of the Board;

n) Right to dissolve the Board.

The school and the Board are subject to all policies of the Diocese of Paterson. All policies must be consistent with the teachings of the Catholic Church and diocesan policies. The Board intentionally involves the Bishop, Superintendent of Schools, and the Chief Financial Officer when business and financial operations, policies and plans require the reserved powers pursuant to existing diocesan policy and procedures.
ARTICLE VII - POLICIES and POLICY FORMULATION

Section 1: It is the responsibility of the President as the chief executive officer of the school to attend to the proper development and maintenance of policies for the good of the school. The President will normally initiate the formulation of a needed policy with an appropriate committee for consideration by the Board, and with review by the Superintendent of Schools.

ARTICLE VIII - CONFLICT OF INTEREST

A Board member having a conflict of interest or conflict of responsibility on any matter involving the school shall refrain from voting on such matter. No Board member shall use this position for his/her own direct or indirect financial gain. Board members shall not receive salaries, fees or compensation for their service as members or their attendance at any Board or committee meetings, but may be reimbursed for reasonable costs incurred in connection with the performance of their duties hereunder.

ARTICLE IX - INDEMNIFICATION

The Diocese of Paterson shall indemnify each Board member and officer appointed under the by-laws the full extent that is permitted by New Jersey state law. As a church related organization under the auspices of the Roman Catholic Diocese of Paterson, Morris Catholic High School is included within the section 501(c)(3) tax exempt status of the Diocese as set forth in the Official Catholic Directory and in the annual Group Ruling issued by the Internal Revenue Service.

ARTICLE X - AMENDMENTS

These regulations may be changed, added to or repealed by the affirmative vote of three-fourths of all of the members of the Board of Trustees and approval of the Bishop of the Diocese of Paterson.

ARTICLE XI - ANTI-DISCRIMINATION PRACTICES

The Board shall not at any time engage in any discriminatory action or behavior which violates any applicable federal, state or local law, nor shall it permit any of its members, officers or agents to engage in any such action or behavior in connection with the exercise of any right, duty, responsibility, obligation or activity either under these by-laws or otherwise related to the School.

ARTICLE XII - GOVERNING LAW

These by-laws shall be governed by, and construed under, the laws of the State of New Jersey (without regard to conflict of laws principles), all rights and remedies being governed by said laws.

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