

About the author ...



Sister Mary Paul McCaughey, OP

“We haven’t taken a good look at our bylaws in quite a while. Any thoughts?”

Inquiries like this prompt us to turn to our governance expert, Sr. Mary Paul McCaughey, OP, former Superintendent of Catholic Schools in the Archdiocese of Chicago, and now Instructional Assistant Professor and Coordinator of Catholic Educational Leadership at DePaul University. As prelude to her superintendency, Sister Mary Paul served as a Catholic school principal for 24 years. She provides both inspiration and humor in her book, *Grace and Guts – Practical Prayers for School Leaders*. She is a nationally known and appreciated speaker and expert. Take advantage of her wisdom here, and give your bylaws the “good look” they likely require.



WHO’S ON FIRST?

*Bylaw Review for Catholic School Boards***Before You Begin**

Reread your bylaws, and be sure that any canonical or technical terms are clearly defined, either in context, or through an appendix. Watch for terms like, “Board of Limited (or Specified) Jurisdiction,” “reserved powers,” “members,” “trustees,” “board of directors,” or “sponsorship.” Your definitions should reflect canon law, and align with the documents of the sponsoring religious congregation or other juridic person, and the diocese/archdiocese. Remember that many of your current and future board members are unlikely to come with extensive canonical, legal, congregational, or diocesan knowledge.

Where does the “buck stop” for your school?

Asking for the document to be reviewed by the “buck holder” (especially with new, or extensively-amended bylaws) is prudent and revealing... and often required.

It is best to know where you stand as a board from the beginning: expectations of those on a board, and board members’ understanding, often vary widely.

Look to see if you have been broad enough in your parameters that elements are not too detailed, yet provide a structure for accountability. For example, use “shall be, but not limited to,” or set an annual number of meetings, but don’t specify months.

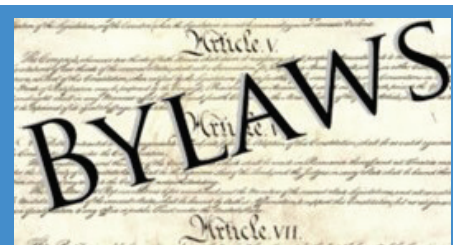
Article designations and numbers vary widely, but those herein may serve as a framework for your review.

Article One: TITLE

Have you clearly titled the board with a name that can be consistently used? Have you used the school’s official (incorporated) title? Have you named its location? Have you defined the board’s canonical and civil status, if any? If the board is advisory/consultative only, clearly state this, and to whom it is advisory.

Article Two: PURPOSE

The statement of purpose of the board must be clear. Why does the board exist? Have you mentioned the wider mission of education in the role of the Church? Are the mission and vision of the school included? What you mention matters – e.g., operating within the framework of social teaching and ethical principles of the Church, or within a specific framework of the juridic person – as it serves as a lens for the board.



“These Bylaws may be amended or repealed in whole or in part and new Bylaws may be adopted upon the vote of two-thirds (2/3) of the Board of Directors at a meeting of the Board at which a quorum was present, and upon approval of the Member. The Member may also amend, repeal or replace these Bylaws whenever in its judgment the interests of the Corporation would be best served thereby.”

When did you last review YOUR bylaws?

Article Three: MEMBERSHIP

Here is where Advisory Boards and Two-Tiered Boards part ways. If this is a two-tiered board with the public juridic person holding reserved powers, now is the time to reference this distinction, and those powers, using the formal titles of each. If the board’s function is not advisory, create an article for the “upper” Board (usually called a Member Board or Sponsorship Board, or the Local Ordinary/Bishop, or perhaps a Regional Board).

Reserved powers are determined by those holding them,

but they always include a change in mission and purpose, and other items as called for in canon law.

Other reserved powers often include:

- responsibility for the appointment of the second-tier board members, their removal (without cause), and their initial or ongoing formation;
- power to assume debt or expenditures over a certain amount;
- an assessment of Catholic identity and charism;
- power to approve bylaws and bylaw amendments;
- power to dissolve and consolidate;
- the requirement of the second-tier board to consider, or reconsider, any item determined to be significant to the members within a certain time period; and,
- power of final approval of a board recommendation for the head of the school.

Second-Tier or Advisory membership considerations:

1. *The number of appointed members: does it match your purposes?* (Advisory can always be larger; true operations generally require 8–15 individuals.)
2. *Requirements: must members be Catholic? What should be the ratio of current parents to others?* (Schools have a parent group, presumably, and the board is not it!)
3. *Who appoints the members?*
In most two-tiered structures, it is the Member Board, with nominations from the School Board. Advisory boards most often leave this to a self-perpetuating nominating or membership committee, with approval of the “advisee” (pastor, president, principal, congregation, etc.)
4. *What is the term of the members?*
Three years is the most common term. This is often a separate article within the bylaws.
5. *What is the reappointment number of terms?* This should be staggered if the board is new. One renewal is most common for the three-year period. Always wise to memorialize a “breather” before returning to the Board after the second term, if this is considered, to avoid burnout and the perception of a closed system.



Catholic School Management Services

Assessment	Advancement	Planning	Leadership
LIA – Limited Institutional Assessment	Fundraising	Strategic Plans	Board Development
Audits	Development	Goal Setting	Governance
Evaluation	Alumni	Mission, Vision, Values	Staff Coaching
Administrative Structure	Communications	Programs	Training
Staffing	Planned Giving	Departments	Search
Programs	Marketing	New Initiatives	Facilitation
Departments	Enrollment	Partnerships	Workshops
Satisfaction	Student Recruitment		Seminar Series
	Campaigns		Conference Presentations
	Feasibility Studies		

Clearly name your *ex officio* members, and whether or not they have voting status. You can include pastor(s); president, principal, finance officer/treasurer. Some schools also include a parent group representative as *ex officio*, if current parents are precluded from membership.

If the first-tier board mandates representation, determine whether or not they are *ex officio*. If they have a vote, look again to the number of board members you have, in order to ensure appropriate local representation.

Article Four: RESPONSIBILITIES OF MEMBERSHIP

Here is your chance to define an ideal board member, and to use this measure for initial appointment and determination of reappointment. In working to make the initial appointments, try to ensure a broad range of skillsets – e.g., law, finance, construction, marketing, research or higher ed.

Consider these ideas for requirements, and place some of them as “official” in your bylaws:

- a participation-levels requirement for work on the board through committees and regular attendance
- confidentiality
- fiduciary or legal accountability– if the board is “operating” and assumes these critical decisions, be sure to take out insurance on your board members
- mission/vision alignment and advocacy
- participation in planning the future of the school (hit this one hard!)
- ability to listen to stakeholders and board in times of conflict
- sharing of time, talent, treasure (wisdom, work, wealth)
- a capacity for generosity and a commitment to growing the school

Finally, does the board hire/fire and evaluate the highest school executive (e.g., president, principal or head of school)? This is a key function of a true operating board working with the Members Board (who may hold final approval); an Advisory Board can hold some power to advise the person issuing the contract, but should be carefully limited.

Article Five: OFFICERS

The most common configuration is an elected or appointed president (or chair), vice-president (or vice-chair), and secretary. (In some diocesan arrangements, the bishop or pastor is also named as an officer.) Terms preferred are one-to-two years. State whether there can be reappointment. (If you have two-year terms for officers, really think about this before deciding.)

The defined duty of chairs is very standard: convening and conducting meetings, setting meeting agenda (with advisement of the Executive Committee and school leaders), assigning committees, etc. If the vice-chair is expected to succeed the chair (common in many one-year terms), cite this.

Article Six: COMMITTEES

A real sign of the health of the board is the function of its committees, who bring their work to all for joint action.

Executive Committee: This is most often the officers, but if there are vibrant committees, consider adding the committee chairs to this mix, especially if this committee doubles as a planning or governance committee. Planning is also a primary full board responsibility.



Standing Committees: Adjust committees to the size of your board, to ensure at least a three-person minimum membership on the committees.

These come with many names and in many flavors, but committees should meet the real needs of the school. The standing committees (which are frequently required to meet to generate items for full board consideration/action) take multiple forms but most often include:

1. **Mission and Identity:** Assesses implementation of the school’s stated purpose of faith, in terms of both religious and academic programs
2. **Finance:** Develops budget for full board approval, and regularly monitors school budget
3. **Marketing and Enrollment:** Promotes the value proposition of the school, and assists in its efforts to sustain and grow enrollment (some boards separate these, because of the work involved, but they should coordinate if separate)
4. **Advancement:** Sets the target goals for major gifts and bequests, and provides oversight to see that school “fundraising” and “friend-raising” are effective

All committees should have a stated “charge,” which they annually review and use to establish their yearly scope of work.

Ad Hoc Committees: Many *ad hoc* committees are standing committees in larger boards. Again, match the school needs and the skill set of your board members. You can establish an *ad hoc* committee for a short or longer-term need, and dissolve it when its work is complete.

1. **Nominating:** Recommends appointments of new members, and maintains the board member skills matrix
2. **Planning:** Sets and monitors strategic goals across school operations (see “Executive Committee” or configure larger group for strategic planning; the whole board is really a planning body, with opportunities for vibrant subcommittees beyond the board membership)
3. **Facilities:** Reviews safety/security for building and grounds, and for other capital items
4. **Other:** Researches/acts on items of interest around policy or a school need (must have a time limit for action, or evolve into a standing committee)

Article Seven: MEETINGS

Determine how often you want to meet. Quarterly is a solid minimum, but many schools identify 6–8 times per year. The meeting site can simply be identified as “a place determined by the board,” so that you can be creative here if needed. State that the agenda is sent prior to the meeting; many schools state how many days prior. Typically, the agenda is developed by the chair and by the head of the school, but often board members are invited to submit items in advance.

If you require committee work (YES!), you may also reference that expectation here as a part of the meeting, in the membership section, or in both places. A report from the school leadership, to be shared in advance with the agenda and committee reports, is standard.

Other considerations:

- Can a special meeting be called at the written request of one-third or one-half of the members or at the call of the executive committee?
- Under what circumstances are meetings public?
- Will you allow a member to call or “ZOOM” in? (YES, but mandate that one meeting each year, usually coinciding with the annual retreat or planning day, must be in-person for all members.)
- Will there be an annual joint meeting of both tiers? Or can the Member Board request to join the board meeting?

Article Eight: AMENDMENTS TO THE BYLAWS

Many bylaws state that key decision issues are presented and discussed at one meeting, and then voted on in the subsequent meeting. This is almost universally true for amendments of bylaws, and is considered the best practice.

Note who can bring an amendment forward for consideration. Set a vote requirement (3/4 of board members is common) for amendment approval. If a two-tiered board, the Member Board usually holds final power to adopt the amendment.

Other Key Articles Which May Be Included

You can include conflict-of-interest and confidentiality statements, or simply reference them as a requirement of candidates under the qualifications in the “membership” section. Choose your statement wisely from among the many models out there. Almost all preclude anyone employed by the school (except for the designated *ex officio* members). Consider the wording on the fiscal conflicts carefully; there is a fine balance between banning all entanglements, and allowing the contractor on your board to repave the parking lot *gratis*.

Final Thoughts:

Given the dynamic environment in which our Catholic schools exist, it is prudent for schools to review not only their bylaws on a regular basis, but also the level to which the board is fulfilling its purpose. An annual evaluation of each board member, and the group as a whole, is often a natural task for a nominating or governance committee. At the end of each year, the board should be able to point with pride to its accomplishments and impact, and that always starts with sound bylaws.

This review is intended to be just that: a review of long-standing documents. If you are starting fresh, there are usually templates from the diocese/archdiocese, sponsoring congregation, or other juridic person that can be adapted for local use, reviewed locally, and approved by the final canonical/legal authority.



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