

**BYLAWS  
OF  
LANSING CATHOLIC HIGH SCHOOL  
A Michigan Nonprofit Corporation**

**ARTICLE I  
NAME, OFFICES, AND PURPOSES**

Section 1.1. Name. The name of the corporation is: Lansing Catholic High School (the “Corporation”).

Section 1.2. Places of Business. The Corporation shall have its principal place of business in Ingham County, Michigan, and may have such other places of business as the Board of Trustees may from time to time determine.

Section 1.3. Purposes. The purposes for which the Corporation is organized are set forth in its Articles of Incorporation. The Corporation shall carry out its purposes in strict conformity with, and subject to, the teachings of the Roman Catholic Church, the 1983 Code of Canon Law, as it may be amended from time to time, and all other universal laws of the Roman Catholic Church and particular laws, rules, and guidance established by the United States Conference of Catholic Bishops and the Bishop of the Roman Catholic Diocese of Lansing, including the Diocesan School Statutes promulgated and in effect from time to time (collectively, “Universal and Particular Law”).

Section 1.4. Nonprofit Operation. The Corporation shall be operated exclusively for educational, religious, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), as a nonprofit corporation. No trustee of the Corporation shall have any title to or interest in the corporate property or earnings in the trustee’s individual or private capacity, and no part of the net earnings of the Corporation shall inure to the benefit of any trustee, officer, or private individual. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

**ARTICLE II  
BOARD OF TRUSTEES**

Section 2.1. Directorship Basis. The corporation is organized on a nonstock, directorship basis under the Michigan Nonprofit Corporation Act of 1982, as amended (the “Nonprofit Act”).

Section 2.2. Board of Trustees; Powers. The Board of Trustees is the governing body of the Corporation. The Board of Trustees shall have charge, control, and management of the business and secular affairs of the Corporation, including its educational affairs and policy, property, personnel, funds, and other secular affairs, and shall have the power and authority to do and perform all acts and functions permitted for an organization described in Section 501(c)(3) of the Code not inconsistent with these bylaws, the Articles of Incorporation, or the laws of the State of Michigan. The powers of the Board of Trustees shall be subject to, and exercised in

strict conformity with, Universal and Particular Law. The powers of the Board of Trustees are also subject to the powers reserved to the Bishop and the Superintendent of Schools of the Roman Catholic Diocese of Lansing pursuant to the Corporation's Articles of Incorporation.

Specific responsibilities of the Board of Trustees shall include:

- 2.2.1. Strategic planning, including development of the normative foundational documents.
- 2.2.2. Formulation of school policies, consistent with and not contradictory to Diocesan policies, to guide planning and administration in the areas of:
  - a. Academic affairs;
  - b. Student affairs;
  - c. Matters related to faith and Catholic identity;
  - d. Business operations; and
  - e. Institutional advancement.
- 2.2.3. Evaluation of: the President, to be performed in conjunction with the Superintendent; the effectiveness of school policies and plans; the effectiveness of Board operations; and adherence to and accomplishment of the mission of the school.
- 2.2.4. Oversight of financial operations.
- 2.2.5. Oversight of and participation in institutional advancement programs designed to attract human and financial resources.
- 2.2.6. Adherence to and accomplishment of the mission of the school.

Section 2.3. Number, Term, and Selection of Trustees. The Board of Trustees shall consist of no fewer than nine (9) nor more than twenty-one (21) persons nominated by the Committee on Trustees and appointed by the Bishop. Each trustee shall hold office for a term of three years and until his successor is appointed and qualified, or until his resignation or removal. No trustee shall serve more than two terms consecutively, regardless of whether any such term is less than three years. Trustees shall be eligible for reappointment after having not served on the Board of Trustees for one year. Notwithstanding the foregoing, each ex officio trustee shall serve only during the time he or she serves in the position giving rise to the ex officio appointment.

In order to provide for staggered terms, trustees shall be divided into three groups with the term of one group of trustees expiring each year during a three-year period.

The initial trustees and the expiration of their terms are as follows:

<u>Name</u>	<u>Term Expiration</u>
Dominic Iocco, President & Treasurer	Ex Officio Trustee
Drew Macon, Chairperson	June 30, 2024
Mike Green, Vice-Chairperson	June 30, 2025
Chris Abood, Secretary	June 30, 2024
Katie Diehl	June 30, 2024
Eric Grill	June 30, 2024
Liz O’Neill	June 30, 2024
Dennis Theis	June 30, 2025
RJ Lomas	June 30, 2025
Richard Schneible Jr.	June 30, 2025
Fr. Jim Rolf	June 30, 2025

Section 2.4. Eligibility. Each trustee must be a practicing Catholic in good standing with the Church. The following categories of persons are eligible to be appointed as trustees:

- 2.4.1. Parents of students (less than 40% of trustees).
- 2.4.2. Alumni or parents of alumni.
- 2.4.3. Leaders within the civic, business, and professional communities.
- 2.4.4. Administrators of partner schools. For example, a principal of a partner school is eligible, but partner school principals do not serve as ex officio trustees.
- 2.4.5. Vicar or other priest designated by the Bishop.

Section 2.5. Ex Officio Trustee. The President of the Corporation shall serve as a non-voting, ex officio member of the Board of Trustees. The President shall act as the administrative officer to the Board.

Section 2.6. Trustee Nominations and Criteria. The Board of Trustees shall establish an internal policy with regard to nominations to the Board. The Committee on Trustees established in Section 4.4 of these bylaws shall seek out and prepare a slate of prospective nominees who meet the following criteria:

- 2.6.1. Interest in and commitment to Catholic education in general, with a specific commitment to the mission and philosophy of Lansing Catholic High School.
- 2.6.2. Availability to attend meetings and periodic in-service programs and to participate in committee work.
- 2.6.3. Ability to maintain the highest levels of integrity and confidentiality.
- 2.6.4. Ability to deal with situations as they relate to the good of Lansing Catholic High School.

2.6.5. Capacity to give witness to Catholic and moral values within the school community.

2.6.6. Willingness to participate in and provide leadership for resource development programs for the school consistent with the Board's goal as presented in the annual development plan.

Section 2.7. Exclusions. Employees of the Corporation and their immediate family members, other than those who serve in an ex officio capacity, are not eligible to sit on the Board of Trustees. "Immediate family member" means a spouse, child, parent, brother, sister, or in-law.

Section 2.8. Resignation. A trustee may resign at any time by giving written notice to the Chairperson of the Board of Trustees. The resignation shall be effective at the time specified in the notice, or if not specified, upon receipt by the Chairperson. Acceptance of the resignation shall not be necessary to make it effective.

Any trustee who is absent from a total of three Board meetings during a period of twelve months shall be deemed to have resigned as a trustee unless reinstated with the recommendation of the Executive Committee and written approval from the Superintendent.

Section 2.9. Removal. The Bishop may remove any trustee from the Board of Trustees at any time with or without cause, pursuant to the powers reserved to the Bishop in the Articles of Incorporation.

Section 2.10. Vacancies. Vacancies occurring on the Board of Trustees by reason of death, resignation, removal or other inability to serve shall be filled by appointment by the Bishop, pursuant to the powers reserved to the Bishop in the Articles of Incorporation. A trustee appointed to fill a vacancy shall serve for the unexpired portion of the term of the replaced trustee and is subject to earlier removal only by the Bishop.

Section 2.11. Annual Meeting. The annual meeting of the Board of Trustees shall be held in June each year, on a date to be determined by a vote of the Board at an earlier regular meeting.

Section 2.12. Regular Meetings. The Board of Trustees shall meet as often as necessary to conduct the business of the Corporation, but shall hold regular meetings at least once every two months, six times per year. Standing committees of the Board shall meet at least once every two months, in alternating months from regular meetings. Regular meetings of the Board of Trustees shall be held in school facilities of the Corporation and may be held at such times as the trustees may from time to time determine at a prior meeting or as shall be approved by the vote or consent of all the trustees. No notice is required for a regular meeting of the Board of Trustees.

Section 2.13. Special Meetings. Special meetings of the Board of Trustees shall be called by the Superintendent, the Chairperson, or upon the written request of one-third of trustees. Special meetings of the Board of Trustees shall be held pursuant to notice of the time, place and purpose thereof delivered to each trustee at least five days prior to the meeting.

Section 2.14. Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Trustees or a committee thereof may be taken without a meeting, without prior notice, and without a vote, if all of the trustees or committee members entitled to vote thereon consent in writing or by electronic transmission. The consents shall be filed with the minutes of the Board's proceedings and shall have the same effect as a vote for all purposes.

Section 2.15. Quorum and Voting Requirements. A majority of the trustees then in office and a majority of any committee of the Board constitutes a quorum for the transaction of business. The vote of a majority of the trustees or committee members present at any meeting at which there is a quorum shall be the act of the Board or the committee (provided, however, that in any event the vote of at least two of the trustees then in office shall be required for any act of the Board), except as a larger vote may be required by the laws of the State of Michigan, the Articles of Incorporation, or these bylaws. A trustee may not authorize another person to act for the trustee by proxy on any matter.

Notwithstanding the foregoing, as much as possible, the Board of Trustees shall reach consensus on all actions. Consensus means the willingness of all attending trustees to support a decision being made.

Decisions that establish school policy or deal with other major issues shall not be made at the meeting at which they are introduced. The formulation of school policy regarding faith, morals, health, safety, and the like should include consultation and clarification regarding legal and other limits with appropriate counsel and authorities.

Section 2.16. Meeting Protocol. All regular meetings of the Board of Trustees shall be open to interested parties and notice of all regular meetings shall be posted and publicized in school memos and newsletters.

If any person other than a trustee wishes to present a matter to the Board of Trustees, that person must obtain approval from the Chairperson and Executive Committee at least ten days prior to the meeting in order to place the matter on the agenda. The request for inclusion of a matter on the agenda must be submitted in writing and be accompanied by an explanation of the item.

Section 2.17. Executive Session. All meetings of the Board of Trustees, both regular and special, shall be open to the public unless the Chairperson, President, Superintendent, or the Board of Trustees by a majority vote deems it necessary for the Board to go into executive session for discussion and deliberation. Confidential personnel matters, grievances, and security measures are to be addressed in executive session. Executive sessions are closed to the public. All votes following an executive session shall be taken in open session. The Board of Trustees shall establish an internal Board policy dealing with "closed meetings" or executive sessions.

Section 2.18. Rules of Order. Where necessary, parliamentary rules may be employed using Robert's Rules of Order (latest edition) as a guide. The Chairperson shall appoint a parliamentarian when appropriate.

Section 2.19. Participation in Meeting by Remote Communications Equipment. A member of the Board or of a committee may participate in a meeting by conference telephone or

by other means of remote communication (including an Internet chat room or web conference) through which all persons participating in the meeting may communicate with the other participants. All participants shall be advised of the means of remote communication and the names of the participants in the meeting shall be divulged to all participants. Participation in a meeting in this manner constitutes presence in person at the meeting.

Section 2.20. Compensation. Trustees shall not receive compensation for their services on the Board of Trustees. However, the Corporation may purchase insurance as provided in section 6.2, provide reasonable compensation to a trustee for services which are beyond the scope of the trustee's duties as a trustee, or reimburse any trustee for expenses actually and necessarily incurred in the performance of the trustee's duties as a trustee.

### **ARTICLE III OFFICERS**

Section 3.1. Officers. The officers of the Corporation shall be the Chairperson, Vice-Chairperson, President, Secretary, and Treasurer. There may be such additional officers as determined by the Board.

Section 3.2. Election of Officers; Term. Except for the President, who is an ex officio trustee appointed by the Bishop, the officers of the Corporation shall be trustees elected by the Board of Trustees at the Board's annual meeting in June, subject to ratification by the Superintendent. Proposed officer candidate names will be submitted for consideration at the Board's May meeting. Except for the President, each officer shall hold office for a term of one year beginning on July 1 and until his or her successor is elected and qualified, or until his or her resignation or removal.

Section 3.3. Resignation. An officer may resign by giving notice to the Board of Trustees. Unless otherwise specified in the resignation notice, the resignation shall take effect upon receipt by the Board, and the acceptance of the resignation shall not be necessary to make it effective.

Section 3.4. Removal; Suspension. Any officer except the President may be removed at any time with or without cause by the Board of Trustees. The authority of any officer to act as an officer, except that of the President, may be suspended by the Board for cause.

Section 3.5. Vacancies. In the event of the death, resignation, removal, or other inability to serve of any officer except the President, the Board shall elect a successor who shall serve until the expiration of the normal term of such officer or until his or her successor shall be elected.

Section 3.6. Chairperson. The Chairperson shall preside at all annual, regular, and special meetings of the Board of Trustees. The Chairperson shall also preside at Executive Committee meetings at which the Board agenda and packet is prepared. The Chairperson, with Board approval, shall have authority to assign additional duties and responsibilities to individual Trustees.

No trustee shall be eligible to serve as Chairperson of the Board of Trustees without having served on the Board for two years. No person may serve more than three consecutive terms as Chairperson.

Section 3.7. Vice-Chairperson. In the absence of the Chairperson, the Vice-Chairperson shall perform all duties of the Chairperson. The Vice-Chairperson shall also be a member of the Executive Committee

Section 3.8. President; Relationships among President, Board, Diocese, and Principal. The President shall be the chief executive officer of the Corporation, and as such, under the direction of the Bishop and the Board of Trustees and subject to the provisions of these bylaws, the Articles of Incorporation, and Universal and Particular Law, shall have the power, on behalf of the Bishop and the Board of Trustees, to perform all acts, execute and deliver all documents, and take all steps that the President may deem necessary or desirable in order to effectuate the actions and policies of the Roman Catholic Diocese of Lansing and the Board of Trustees.

The President shall also act as administrative officer to the Board of Trustees. The President may call meetings of the Executive Committee and shall be responsible for bringing information to the Board of Trustees. The President shall provide regular information to the Board of Trustees from the Diocese of Lansing concerning Diocesan policies impacting Catholic education. The President and Principal shall implement Diocesan policies formulated by the Diocese of Lansing and decreed and promulgated by the Bishop.

The Board of Trustees delegates to the President the exclusive authority to hire, evaluate, terminate, or renew a Principal, who shall be an employee but not an officer of the Corporation. The President shall hire the Principal after consultation with the Superintendent and Board of Trustees. The Board of Trustees delegates to the Principal the authority to hire, evaluate, terminate, or renew administrators, teachers, and other staff, and delegates to the President the authority to review and approve the hiring of administrators, teachers, and other staff. No administrator, teacher, or other staff member shall be hired without the President's consent. The Principal represents the faculty to the Board of Trustees. From time to time, teachers or administrative team members may be invited to share information with the Board of Trustees on matters concerning the school.

Section 3.9. Secretary. The Secretary shall send or cause to be sent all required notices of meetings of the Board of Trustees, shall receive and attend to all correspondence of the Board of Trustees, shall be responsible for keeping accurate minutes of and records of attendance at Board meetings and for keeping a record of the appointment of all committees of the Board, shall have custody of all documents belonging to the Corporation (except as otherwise provided in these bylaws), and shall perform such other duties as usually pertain to the office or as shall be determined from time to time by the Board of Trustees. The Secretary, in cooperation with the President acting as administrative officer to the Board of Trustees, shall ensure the timely distribution of Board member packets to trustees in advance of Board meetings.

Any of the duties of the Secretary may be performed by an assistant secretary who shall be responsible to and report to the Secretary.

Section 3.10. Treasurer. The President shall be the Treasurer of the Corporation and as Treasurer shall have charge of the funds of the Corporation, except for such funds as the Board of Trustees may designate; shall see that an accounting system is maintained which will give a true and accurate accounting of the financial transactions of the Corporation; and shall render reports from time to time as requested by the Board of Trustees of his or her activities and the financial condition of the Corporation. All funds received by the Treasurer shall immediately be deposited in a depository designated by the Board of Trustees. Notwithstanding the foregoing, checks in certain amounts must be approved by the Diocese in accordance with and as required by the Temporal Goods Policy of the Roman Catholic Diocese of Lansing.

#### **ARTICLE IV COMMITTEES**

Section 4.1. Committees. The Board of Trustees may establish from time to time, by resolution of the Board, one or more standing or special committees as it shall deem appropriate. The resolution shall define the purposes, powers, and responsibilities of each committee (subject to the limitations described in Sections 4.2 and 4.6) and the terms and qualifications of committee members. Members of standing committees other than the Executive Committee shall be appointed by the Chairperson of the Board and are removable by the Chairperson with or without cause. Committee chairpersons must be trustees, although committee members may be drawn from outside of Board membership. The Chairperson of the Board of Trustees and the President shall be ex officio members of all standing committees unless the makeup of the committee is otherwise established in these bylaws. The Chairperson may designate one or more individuals as alternate members of a committee who may replace an absent or disqualified committee member in a meeting of the committee.

Section 4.2. Standing Committees. The standing committees of the Board of Trustees shall be:

- 4.2.1. Executive Committee;
- 4.2.2. Committee on Trustees;
- 4.2.3. Building and Grounds Committee;
- 4.2.4. Finance Committee;
- 4.2.5. Policy and Planning Committee
- 4.2.6. Enrollment Committee
- 4.2.7. Marketing Committee
- 4.2.8. Communication Committee
- 4.2.9. Mission Effectiveness Committee
- 4.2.10. Advancement Committee



Standing committees other than the Executive Committee are appointed to assist the Corporation and may not execute the power or authority of the Board Trustees in the management of the business and affairs of the Corporation, but may perform under the direction of the Board of Trustees those functions determined from time to time by the Board.

Section 4.3. Executive Committee. The Executive Committee shall consist of the Chairperson, Vice-Chairperson, Secretary, and President/Treasurer. The President/Treasurer, as a non-voting, ex officio trustee and officer, shall not have a vote as a member of the Executive Committee.

Section 4.4. Committee on Trustees. The Committee on Trustees shall consist of the President and three trustees appointed by the Chairperson of the Board of Trustees.

Section 4.5. Annual Committee Charges. Specific committee charges shall be adopted each year by the Board of Trustees at its annual meeting.

Section 4.6. Limitations on Committees. No committee shall have the power or authority to: (a) amend the Articles of Incorporation or bylaws of the Corporation; (b) agree to merge with another organization; (c) authorize the conversion of the Corporation into another type of entity; (d) authorize the sale, lease, exchange, or donation of all or substantially all of the Corporation's property and assets; (e) authorize a dissolution of the Corporation or a revocation of a dissolution; (f) fill vacancies on the Board of Trustees; (g) remove any person from the Board of Trustees; (h) adopt, delete, change or make exceptions to policies; (i) establish or abolish any standing Board committee; (j) reverse actions previously taken by the Board of Trustees; or (k) approve the payment of compensation for any trustee serving on the Board of Trustees or any committee.

## **ARTICLE V CORPORATE DOCUMENT PROCEDURE**

Section 5.1. Execution of Corporate Documents. A corporate document shall not be signed by any officer, designated agent, or attorney-in-fact unless authorized by the Board of Trustees or these bylaws. The President may execute documents on behalf of the Corporation.

## **ARTICLE VI INDEMNIFICATION**

Section 6.1. Indemnification. Each person who is, was, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding of any sort, whether civil, criminal, administrative, or investigative, and whether formal or informal, by reason of the fact such person is or was a trustee, officer, or member of a committee of the Corporation or that such person serves or has served at the request of the Corporation as a trustee, officer, partner, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Corporation to the fullest extent permitted by the laws of the State of Michigan as they may be in effect from time to time. The Corporation may, to the extent authorized from time to time by the Board, grant such rights to indemnification to any employee, non-trustee volunteer, or agent of the Corporation to the fullest extent provided under the laws of the State of Michigan as they may be in effect from time to time.

Section 6.2. Insurance. The Corporation may purchase and maintain insurance on behalf of any person described in section 6.1 above against any liability asserted against and incurred by such person in any such capacity or arising out of his status as such, whether or not the Corporation would have power to indemnify such person against such liability under the preceding section 6.1.

## **ARTICLE VII CONFLICTS OF INTEREST**

Section 7.1. Conflicts of Interest. Any Trustee having an interest in a contract or other transaction (including academic or student affairs) coming before the Board of Trustees or a committee of the Board shall give prompt, full, and frank disclosure of said interest to the Chairperson prior to the Board acting on such contract or transaction. Upon such disclosure, the trustee's interest shall be presented to the full Board of Trustees. The Board shall determine, without participation by the interested trustee, at such time as disclosure is made to the Board, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If the Board determines that such a conflict is deemed to exist, such trustee shall not vote on or use potential influence on or participate in the discussions or deliberations with respect to such contract or transaction.

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 director, partner, officer, or spouse of a director, partner, officer, or has a significant financial or influential interest in the entity contracting or dealing with the school.

## **ARTICLE VIII MISCELLANEOUS**

Section 8.1. Amendments. These bylaws may not be amended, restated, or repealed by the Board of Trustees without the express written approval of the Bishop. Amendments, restatements, or repeal of these bylaws may be proposed to the Bishop by a two-thirds majority vote of the Board of Trustees. Trustees must receive written notice of an upcoming vote to amend, restate, or repeal the bylaws at least one month in advance of the vote. The Bishop may amend these bylaws at any time. No amendment to these bylaws inconsistent with the Articles of Incorporation shall be effective prior to amendment of the Articles of Incorporation.

Section 8.2. Fiscal Year. The fiscal year of the Corporation shall be July 1 through June 30 of each year.

Section 8.3. Methods for Giving Notices and Consents. Unless otherwise provided in these bylaws or the Act, any notice or consent required or permitted may be given in writing or by electronic transmission. An electronic transmission, as defined in the Act, includes without limitation an email or facsimile. Notwithstanding the foregoing, no notice of a meeting need be given to any person who submits a signed waiver of notice before or after a meeting, or who attends a meeting without objecting to any lack of notice at the beginning of the meeting or upon arrival.