**AMENDED AND RESTATED BY-LAWS**

**OF THE**

**ST. PIUS X PARISH SCHOOL BOARD**

**ARTICLE I**

**ORGANIZATION**

**Section 1: PURPOSE** **AND POLICY**

The St. Pius X School Board (the “**Board**”) serves in an advisory capacity to the Pastor and Principal and is dedicated to improving the St. Pius X Parish School (the “**School**”) to the benefit of all its students.

The Board provides advice and consultation on strategic planning and operational matters and supports the implementation of policies that govern the operation of the School. All policy decisions shall be consistent with the policies and directives of the Illinois State Board of Education (“**ISBE**”) and the Diocese of Joliet, Illinois (“**Diocese**”). Policies are subject to modification by the Pastor if something is contrary to Faith and Morals, the orders of the Bishop, or the Common Good of the Parish.

These Board By-Laws (“**By-Laws**”) shall operate as the controlling framework to guide the Board in its decision-making and authority to support the School.

**Section 2: GOALS**

The Board shall establish a written set of annual goals. Each goal shall include a measurable effect and an expectation date. The Board shall review these goals bi-annually during one of its regular meetings.

**Section 3: ADOPTION OF SCHOOL MISSION STATEMENT**

The Board shall review the School’s Mission Statement and make recommendations, if necessary, on an annual basis.

**Section 4: MEMBERSHIP, TERMS, EXPECTATIONS**

(A) The Board shall consist of: (a) a minimum of seven (7) and a maximum of twelve (12) voting members; (b) a Parish community member (non-active School family); (c) a member of the Pastoral Council, as appointed by the chairperson of the Pastoral Council; (d) the Pastor of the Parish; (e) a member of the Stewardship Council; (f) the School Principal, and (g) the Dean of Students.

(B) The Parish community member, the Pastor, the Principal, the Dean of Students, the Pastoral Council Member, and the Stewardship Council member constitute ex officio non-voting members of the Board. The Parish Community Member may, however, serve in an officer role consistent with the eligibility requirements detailed in Article II of these By-Laws, but shall not have a voting role unless he/she is installed as President of the School Board and must vote in accordance with Article II, Section 1, Subsection (C)(2).

(C) To maintain the minimum number of Board members, up to five (5) new members shall be added annually.

(D) Each discerned and appointed member shall hold office for a term of: (a) If an active School family member for three (3) years with the option of extending his/her term for one (1) additional year, (b) If a parish community member (a non-active School family) for two (2) years with the option of extending his/her term for two (2) additional years, on a year-to-year basis. A member shall take office in June of each year and shall hold office until June of the year his/her term expires, as may be extended, unless he/she resigns or is disqualified in accordance with Section 7 of this Article.

(E) Each member shall be expected to:

1. Actively serve on a standing committee or in a standing liaison position;
2. Attend events hosted by the School and/or the Board; and
3. Devote 1-3 hours per month for Board and/or committee/liaison work

**Section 5: ELIGIBILITY**

(A) Active parishioners and School families are eligible to serve on the Board.

(B) Full-time and part-time employees of the School or Parish (“**Salaried Employees**”), and spouses of Salaried Employees, are not eligible to serve on the Board.

(C) Independent contractors of the School are not considered Salaried Employees, and therefore, may serve on the Board so long they are a member of the Parish and/or a family at the School.

(D) All persons willing to serve on the Board must abide by any and all policies promulgated by the Diocese and/or the School prior to their membership on the Board. Any person who is unable to satisfy this requirement will be ineligible to serve on the Board. In the event of ineligibility, the Board President and/or the Principal shall promptly inform the applicant of such finding.

**Section 6: MEMBERSHIP**

Members of the Board shall be selected by discernment. Discernment is a decision-making process using dialogue and prayer. Discernment shall include the following steps:

(A) In March of each School year, the Board President, or such other officer designated by the Board President, shall publish an invitation to all School parents and parishioners to a discernment meeting to be held on a specified day, time, and location prior to the April Board meeting (“**Discernment Meeting**”). Such invitation shall be published at least twice prior to such Discernment Meeting.

(B) The Discernment Meeting shall be run by the Board President and at least three (3) other Board members. The Discernment Meeting shall begin and end in prayer. All Board candidates shall be scheduled to meet with the Board at a special Discernment Meeting session. Board members are encouraged to inquire with candidates on their beliefs, backgrounds, interests, and skill sets.

(C) The Board shall evaluate any conflicts of interest and other eligibility criteria in accordance with these By-Laws.

(D) The Board President shall give each candidate a summary of current standing committees and eligibility criteria.

(E) At the April meeting, in a Closed Session, the Board President shall give his/her recommendation for the new Board candidates. Through a prayerful discernment process, the Board shall reach a determination of new Board members. The determination, at a minimum, shall address any potential gaps in professional talent to better strengthen the Board in its advisory capacity.

(F) The President, and/or such officer(s) designated by the Board

In, shall contact applicants who attended Discernment to invite such applicants to be on the Board, as duly voted upon at the April Board meeting.

(G) New Board members shall be installed at the June meeting in open session.

**Section 7: DISQUALIFICATION**

A Board member may be disqualified and removed from the Board if he/she has unexcused absences from two or more Board meetings during one academic year or violates any policy promulgated by the Diocese or the School, as determined by the Pastor in consultation with the School Principal. The disqualification vote shall take place in an open Board meeting and shall be duly noted within the minutes of the subject meeting.

**ARTICLE II**

**OFFICERS**

**Section 1: ELIGIBILITY, NOMINATION, VOTING, INSTALLATION**

(A) A Board member is eligible to serve as an officer of the Board beginning in his/her second year of membership.

1. This provision may be overridden only in circumstances where (a) there are no Board members eligible to serve based on current length of membership, or (b) the Board collectively determines that a first-year Board member should serve to further the goals, interests, or success of the Board.
2. To install a first-year Board member to an officer position, both of the following procedural requirements must be satisfied: (a) a motion is made by any Board member who does not at the time of the vote hold an officer position (who is not currently being nominated for such position in accordance with subsection (A)(3) of this Section), and (b) a simple majority vote of all voting-eligible Board members deems it acceptable to trigger this subsection (A)(2) to further the goals, interests, or success of the Board. The Board President may only vote in accordance with subsection (C)(2) of this Section.
3. In circumstances where subsection (A)(2) of this Section is triggered, a nomination to fill an empty officer position on the Board may be submitted by any Board member unless a Board member moves to install him/herself on the Board in such capacity.
4. If a first-year Board member is installed in accordance with subsections (A)(2) and (A)(3) of this Section, the Board member shall assume the officer position immediately upon the vote being finalized by the Secretary. The election is required to be codified within the minutes of the meeting whereby such election occurs.
5. Subsection (A)(1) of this Section shall not conflict with subsections (E) or (F) of this Section.

(B) Any Board member may nominate another Board member for an officer position. Nominations are to take place at the May Board meeting.

(C) Officer positions shall include (1) President, (2) Vice President, and (3) Secretary.

1. Upon the culmination of his/her role as Board President, the past-President shall serve as the Advisor to the President for the term of one (1) year. The Advisor to the President is a non-voting member of the Board and serves to support the President in the execution of his/her role. This shall not apply where the Board President is serving a second-year term pursuant to Section 4, Subsection (F) of this Article. In this case, the Board will operate without a past-President for that term.
2. The President may only vote in case of a tie. This provision, however, shall not be superseded by Section (C)(3) of this Article.
3. The Parish community member (non-active School family member) may serve in an officer capacity but shall not constitute being a voting member.

(D) Board members may only hold one officer position at a time.

(E) A vote shall be required to officially install a Board member in an officer position. The vote to install a Board member to an officer position shall be satisfied by a simple majority and shall be conducted at the May Board meeting.

(F) Officers are to be installed at the June Board meeting in an open session of the full Board.

**Section 2: DUTIES**

The duties of the officers shall be as follows:

(A) President. The President shall have the following authority and responsibilities:

(1) The President shall supervise and direct the work of the Board. The President shall call and preside at all meetings of the Board and shall serve as spokesperson for, and a representative of, the Board in its relations with the Parish, School, and community groups.

(2) The President, in collaboration with the Principal or Pastor, shall prepare the agenda for each Board Meeting and, with the approval of either the Principal or Pastor, shall distribute the agenda to the Board no later than forty-eight (48) hours in advance of the meeting. The agenda shall include the date, time, and place of the meeting.

(3) The President shall have the authority to assign additional duties and responsibilities to individual Board members and shall, from time to time, assign a chairperson to each standing committee and a liaison for standing liaison positions, as set forth in Article V of these By-Laws, which have a vacancy.

(4) The President shall perform such other duties incident to the office of the President.

(B) Vice President. The Vice President shall be responsible for performing all the duties of the President in the President’s absence, and to assist the President in the execution of his/her duties as requested.

(C) Secretary. The Secretary shall have the following authority and responsibilities:

(1) The Secretary shall be responsible for recording attendance and maintaining minutes of all regular and special Board meetings. The Secretary shall prepare and send the minutes of the meetings to the Board President for review and distribution to all Board prior to the next scheduled meeting.

(2) The Secretary shall be the custodian of the Board By-Laws and other incidental policies or documentation pertinent to the operation of the Board. The Secretary shall facilitate the dissemination of such documentation in accordance with School-approved resources.

(3) The Secretary shall perform such other duties incident to the office of the Secretary.

**Section 3: VACANCIES**

(A) If the office of President becomes vacant based on disqualification or resignation, the Vice President and Secretary, in that order, shall immediately succeed to that office. The role of Secretary shall be filled at the next regularly scheduled Board meeting or special Board meeting called for this purpose.

(B) Vacancies of the Vice President or Secretary positions caused by disqualification or resignation shall be filled by the Board from its own members by a simple majority vote of a quorum at the next regularly scheduled Board meeting or special Board meeting called for this purpose.

(C) If a Board member resigns or is removed by disqualification in accordance with Article 1, Section 7 of these By-Laws and causes the Board to have less than the minimum number of voting members as required by Article 1, Section (4), Subsection (A), the Board may select a new member, upon consultation with the Board President and Pastor, by a simple majority vote without the need to hold a Discernment meeting. If the resignation or disqualification does not cause the Board to have less than the minimum number of voting members required, the vacancy shall be filled during the annual Discernment process.

(D) This Section shall not apply in circumstances where subsections (A)(1)-(3) of Section 1 of this Article apply.

**Section 4: TERM LENGTH OF OFFICER ROLES; TERM EXPIRATION**

(A) The term for all officer roles on the Board shall be one (1) year, subject to exceptions noted in Section 4, Subsection (F) of this Article where this shall not apply.

(B) Term expiration for the President shall be consistent with Section 1, Subsection (C)(1) of this Article.

(C) The Vice President shall succeed into the role of President upon expiration of his/her term and be subject to the provisions in Section 4, Subsection (F).

(D) The Secretary may succeed into the role of Vice President upon expiration of his/her term, but shall not be required to. The Secretary may extend his/her term by one (1) additional year by request of the Board President and a simple majority vote of the Board.

(E) If the Secretary does not succeed into the role of Vice President and/or does not extend his/her term for an additional one (1) year, vacancies for both the Secretary and Vice President role shall be filled consistent with Section 1, subsections (A)-(B) of this Article.

(F) A Board member shall not hold the role of President and/or Vice President more than once during his/her term on the Board. This shall not apply, however, where a unanimous vote by the Board allows the President and/or Vice President to serve a second-year term. This option to renew shall be codified in the minutes where the vote is held.

(G) If a Board member currently holding an officer role succeeds into a different role pursuant to Article II, Section 3, the one-year term expiration set forth under this Section shall not apply.

**ARTICLE III**

**MEETINGS**

**Section 1: MEETINGS**

(A) Regular Meetings. The Board shall make every effort to hold its regular monthly meeting on the 4th Thursday of the month on the School campus, or at such other times and/or place as recommended by the President and approved of by the Board. This requirement shall not apply to the month of December.

(B) Special Meetings. Special meetings called by the President, or a majority of the Board, shall be held at such places and times on the School campus, with not less than three (3) days’ notice. The notice for a special meeting shall specify the subject matter to be discussed at such meeting, and only such subjects may be discussed at the meeting.

(C) Meeting Minutes. Board meeting minutes shall be approved by a simple majority vote of the Board at the next regular or special meeting taking place after which such minutes were drafted. Board meeting minutes shall be made available via publication on the School’s website, or such other means approved by the Board President and Principal.

(D) Quorum. A majority of all-voting members of the Board shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a Board meeting, the Board may meet as a committee of the whole, but no official business shall be conducted.

(E) Attendance. Board members may attend regular or special meetings by teleconference or other electronic resource. Attendance in this manner shall be approved by the Board President prior to the commencement of the subject meeting.

**Section 2: EXECUTIVE/CLOSED SESSION**

Executive/Closed sessions of the Board may be called by the President, Principal or Pastor to discuss any sensitive matters. Executive/Closed Session shall be limited only to voting Board members, the Pastor, the Principal, and the Dean of Students.

**Section 3: VISITORS**

All open sessions of regular meetings of the Board shall be open to the members of the Parish and the guardians of children attending the School. Guests are welcome to attend and observe the proceedings but may not participate in discussions or provide commentary during the meeting.

Individuals who are not members of the Board and wish to address the Board must submit a written request to the Board President no less than two weeks prior to the meeting (https://school.stpiuslombard.org/school-board). Requests will be considered according to the appropriateness of the topic to the Board's responsibilities and agenda (personnel issues and individual family or student’s needs are not discussed). Approved speakers will be allocated a specific time limit for their remarks. Following their presentation, guests will be advised that a response will be provided at a later time.

**Section 4: RULES OF PROCEDURE**

(A) The Board may fix its own rules of procedure, but in the absence of such rules, *Robert’s Rules of Order* shall apply.

(B) In cases of conflict with these By-Laws, the By-Laws shall prevail.

## Section 5: MANNER OF ACTING

(A) The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Board except as otherwise provided by these By-Laws.

(B) Members may not vote by proxy.

(C) Each voting-Board member shall have one (1) vote.

(D) All actions, including recommendations to Parish councils and/or School administration, shall be appropriately documented in the Board minutes.

**Section 6: LENGTH OF MEETING**

The goal of the Board shall be to conduct its regular meetings within a ninety (90) minute time limit.

**Section 7: STANDING COMMITTEE/LIAISON REPORTS**

Standing committee chairperson(s) and liaisons shall make brief oral reports or submit written reports providing updates on committee activities for each scheduled Board meeting. If a written report is submitted, the committee chairperson(s)/liaison(s) may defer to the written report in lieu of providing an oral report at the Board meeting. Written reports from each chairperson(s)/liaison shall be distributed to Board members no later than forty-eight (48) hours prior to the scheduled Board meeting if the meeting the committee chairperson or liaison is submitting a report for has occurred the week prior to the Board meeting. Board members are expected to review all committee reports in advance and be prepared to discuss any questions, comments, and clarifications at the Board meeting.

**Section 8: AGENDA ITEMS**

New agenda items may be added up to twenty-four (24) hours prior to the regular scheduled monthly Board meeting, with the consent of the President, Principal or Pastor.

**Section 9: CONFLICTS OF INTEREST**

A Board Member shall recuse himself/herself from any vote concerning a conflict of interest. Such recusal shall be documented in the Board meeting minutes as an abstention, but the reason for recusal shall not be documented.

**ARTICLE IV**

**COMMITTEES**

**Section 1: STANDING COMMITTEES**

(A) Standing committees of the Board shall be formed or disbanded as deemed necessary by the Principal and the Board. Committees, and the specific committee descriptions, shall be codified in policies separate from these By-Laws.

(B) From time to time, the Board shall update, if necessary, the committee descriptions by simple majority vote of the Board.

**Section 2: COMMITTEE MEMBERSHIP**

Standing committee members shall be appointed at the June meeting and shall assume the appointment at that time. The term for each member of a standing committee shall be one year and may be renewed upon mutual agreement with the Board, or shorter if the Board deems that a committee shall be disbanded before the end of the one-year period.

**ARTICLE V**

**STANDING LIAISONS**

**Section 1: STANDING LIAISON POSITIONS**

The Standing Liaison Positions of the Board are as follows:

1. PSA

2. Pastoral Council

3. Finance Council

4. Stewardship Council

5. Marketing

**Section 2: APPOINTMENT AND SCOPE OF DUTIES**

Each liaison must be a member of the Board, attend all meetings, and report monthly on any matters that may be of relevance to the Board. Duties of standing liaison shall be codified in policies separate from these By-Laws. If a Board member assigned as a liaison is unable to attend a scheduled meeting related to their liaison duties, the member shall be responsible for securing a substitute from among the Board at least 48 hours in advance of the meeting. The substitute must be informed of any relevant background or materials necessary to represent the Board effectively. Board members without a current liaison assignment should be given first consideration as substitutes.

**ARTICLE VI**

**BY-LAWS REVIEW; AMENDMENTS**

**Section 1: REVIEW**

The Board shall review these By-Laws at least annually.

**Section 2: AMENDMENTS**

These By-Laws may be amended at any regular Board meeting by a simple majority vote of the Board, with the approval of the Pastor. All proposed amendments must be distributed in writing to the Board no less than three (3) days prior to the meeting at which such proposed amendment(s) will be considered.

**Section 3: EFFECTIVE DATE:**

These By-Laws are effective as of May 22, 2025, and supersede the version approved on May 17, 2023.

**ARTICLE VII**

**INDEMNIFICATION**

The School, Board, and Parish and their officers, employees, agents, and volunteers shall be indemnified and held harmless, jointly and severally, for all actions taken in good faith, except for instances that arise from actions taken by such parties that constitute gross negligence or wanton misconduct as determined by a court of competent jurisdiction.