HURON VALLEY SCHOOL BYLAWS

ARTICLE I - ORGANIZATION

1.1 <u>Organization</u>

HVS Corp. shall be organized as an independent Michigan Non-Profit Corporation doing business as "Huron Valley School" (hereinafter referred to as the "School").

1.2 Bylaws

These Bylaws shall be the operating policies under which the School Board will function. In addition, they define the relationship between the School and the Board of Trustees, described below in Article III.

1.3 <u>Purpose</u>

The purpose of the School shall be to provide a quality Catholic education to children in the Ann Arbor Ypsilanti area.

ARTICLE II - SCHOOL BOARD

2.1 School Board

The business, property and affairs of the School shall be managed by a School Board which shall be the governing body of the School.

2.2 Number of School Board Members

- 2.2.1 The School Board shall consist of seven (7) voting members.
- 2.2.2 The School Board shall also have two (2) Ex Officio (non-voting) members. The two Ex Officio School Board members shall be: (a) The Principal of the School and (b) A Representative of the faculty and staff of the School.

2.3 Term

- 2.3.1 Voting members of the School Board shall be elected for three (3) year terms and may serve a maximum of two (2) full three (3) year terms. School Board members shall take office at the School Board's June meeting.
- 2.3.2 Notwithstanding anything to the contrary contained herein, the persons constituting the initial School Board shall serve the number of years remaining in the term to which each such person was elected (or appointed) under the Bylaws of the School as a subsidiary of The Word of God.. The terms of the initial School Board members will commence at the School Board's first meeting and shall end at the beginning of the School Board's June meeting nearest the three, two, or one year anniversary of their election.
- 2.3.3 School Board members elected or appointed to a term which is less than a full three (3) year term may be elected to two (2) full three (3) year terms in addition to the abbreviated term.

2.4 Eligibility

School Board candidates must be a parent or legal guardian of students enrolled in Huron Valley School for the current or upcoming school year. All candidates must be members in good standing of a local Catholic Church. In addition, candidates may not be employees or spouses of employees of the School.

2.5 Nomination

2.5.1 The Nominating Committee shall solicit nominations from parents, staff and others. After receiving such nominations, the Nominating Committee shall contact each nominee to determine his/her willingness to run and qualifications to serve. The Nominating Committee will then choose a slate of candidates based on the skills and talents needed on the School Board. The Nominating Committee shall select a number of candidates at least two more than, but not greater than twice, the number of School Board members to be elected. In the event that the number of candidates willing to run is equal to the number of School Board

members to be elected, then no election is necessary and those candidates may be elected by unanimous acclaim of the Board.

- 2.5.2 All nominees not selected by the Nominating Committee will be contacted and given the chance to have their names placed on the ballot by petition. In order to be placed on the ballot, the nominee must obtain a number of signatures of qualified voters equal to or greater than 15% of the number of students then currently enrolled at the School. Nominees shall be given not less than ten (10) days to collect the required number of signatures.
- 2.5.3 The ballot will not differentiate between candidates selected by the Nominating Committee and candidates placed on the ballot by petition.

2.6 Election

- 2.6.1 Only parents and legal guardians of students enrolled in the School for the current or upcoming school year are eligible to vote for School Board candidates.
- 2.6.2 No later than May 1st of each year, ballots containing the names of the candidates and a summary of each candidate's qualifications (which may be prepared by the candidates in a format prescribed by the Nominating Committee) shall be mailed to each parent or guardian who is eligible to vote. The Nominating Committee will establish a date, which shall be no later than May 30th, by which all ballots must be postmarked or received to be considered valid for counting.
- 2.6.3 Each eligible voter shall be entitled to vote for a number of candidates not to exceed the number of open School Board seats. Ballots with more selections than the number of open School Board seats shall be declared void and not counted.
- 2.6.4 Ballots will be counted by the Nominating Committee. Those candidates receiving the most votes will be elected to fill vacancies on the School Board. In the case of a tie vote, the tie will be broken by a vote of the Nominating Committee.

2.7 Resignation

A School Board member may resign at any time by giving written notice to the Chairman or Secretary of the School Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt of such notice by the officer, and acceptance of the resignation shall not be necessary to make it effective.

2.8 Removal

Any voting member of the School Board may be removed from the School Board, with or without cause, at an open meeting of the School Board by a two-thirds (2/3) vote of all of the School Board members who are then in office and eligible to vote. In addition, any voting School Board member who is absent from three (3) meetings of the School Board in a twelve (12) month period of time shall be automatically removed from the School Board without a vote. Any Board member who is automatically removed may be reinstated by a 2/3 vote of the remaining School Board members who are then in office and eligible to vote in the event that there are extenuating circumstances, as determined by the Board, which are deemed to be appropriate reasons for such absence.

2.9 Vacancies

Vacancies occurring by resignation, removal, death, or any other reason, shall be filled by appointment of a person meeting the eligibility requirements for School Board candidates specified in this Article II through a majority vote of the remaining members of the School Board. A School Board member appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor.

2.10 <u>Compensation</u>

No member of the School Board shall be entitled to any compensation for his/her services as a School Board member. The foregoing shall not prevent the School from reimbursing any School Board member for expenses actually and necessarily incurred by the School Board member in the performance of his/her duties as a School Board member, or from entering into a contract directly or indirectly with a School Board member for the provision of goods and/or services to the School, provided that such contract is in the best interest of the School, is on fair and reasonable terms, and does not violate any proscriptions against the School's use or application of its funds for private benefit or Article IX of these Bylaws.

ARTICLE III BOARD OF TRUSTEES

3.1 <u>Composition of the Board of Trustees</u>

There shall be established a Board of Trustees having four (4) members delegated from the School Board, above, and three (3) members from THE AVE MARIA FOUNDATION, a private foundation established in the state of Michigan to promote Catholic Education. The representatives from the School Board shall include the Principal and three voting members of the School Board. Such representatives shall be appointed on an annual basis at the June meeting of the School Board. Whenever a representative of the School Board is unable to attend a meeting of the Board of Trustees, another School Board member may attend in his or her place.

3.2 <u>Meetings</u>

Meetings of the Board of Trustees shall be held on a quarterly basis, in any mutually agreeable location, provided that each member is notified at least one week in advance of the location and time of each meeting.

3.3 Quorum and Voting

At least five (5) members of the Board of Trustees shall constitute a quorum for the transaction of business. Each of the seven (7) members of the Board of Trustees shall have one vote in any matter to be decided by the Board. Unless otherwise provided in these Bylaws, a majority of the Board of Trustees present and voting at a meeting shall be sufficient to decide an issue.

ARTICLE IV OFFICERS

4.1 Officers

The officers of the School shall consist of a Chairman, Vice Chairman, Secretary, Treasurer, and the Principal. The School Board may at any time appoint such other officers or agents as it deems necessary or proper in the interests of the School. Only members of the School Board shall be eligible to serve as officers of the School except for the office of Principal. In addition, after the School Board has been in existence for twelve (12) months, only School Board members who have served on the School Board for at least twelve (12) months shall be eligible to serve as Chairman.

4.2 Election and Term of Office

Officers other than the Principal shall be elected by a majority vote of the School Board for one year terms at the June meeting of the School Board, with said terms to expire coincident with the election of new officers for the following year. An officer's (other than the Principal) term shall expire on the date that such officer ceases to be a member of the School Board, if that event occurs prior to the expiration of the one year term

4.3 Removal

Any officer may be removed as an officer, with or without cause, at an open meeting of the School Board by a two-thirds (2/3) vote of all of the School Board members who are then in office and eligible to vote.

4.4 Vacancies

In the event of resignation, removal, death or other inability to serve of any officer, the School Board without undue delay shall elect a successor at any meeting of the School Board to serve until the expiration of the normal term of such officer.

4.5 Chairman

The Chairman shall preside at all meetings of the School Board; establish the agenda for all such School Board meetings; make all committee appointments with the advice and consent of the School Board; serve as Chairman of the Nominating Committee; execute any written instruments as directed by the School Board; and lead the annual performance evaluation of the Principal.

4.6 Vice Chairman

The Vice Chairman shall assume all duties and responsibilities of the Chairman in the Chairman's absence or disability and shall perform such other duties and responsibilities as may be prescribed by the Chairman or the School Board.

4.7 <u>Secretary</u>

The Secretary shall cause to be made and kept accurate records of the proceedings of the School Board, shall attend to the giving and serving of all notices of the School required by law or these Bylaws, shall attest and countersign contracts and other

documents as may be required. The Secretary shall perform all duties incident to the office of Secretary and such other duties as may from time to time be required.

4.8 Treasurer

The Treasurer shall supervise the care and custody of the funds and securities of the School, direct the deposits of funds in depositories designated by the School Board, cause to be made written monthly and annual reports of the finances of the School, and such other financial reports as may from time to time be required by the School Board. The Treasurer shall Chair the Finance Committee and be a member of the Nominating Committee.

4.8.1 All checks, drafts or orders for the payment of money shall be signed by the School's business manager and/or such person designated by the School Board.

4.9 Principal

The Principal shall be the administrator of the School who shall be appointed from time to time by the School Board. The Principal shall be the chief executive officer of the School and shall serve under the direction of the School Board. The Principal shall serve without vote as an Ex Officio member of the School Board and as a voting member of the Educational Policy committee. With School Board approval, the Principal may provide for such other administrative positions as he or she may deem desirable.

ARTICLE V - COMMITTEES

5.1 <u>Committee Organization</u>

There shall be five (5) standing committees of the School Board: Educational Policy Committee, Finance Committee, Building & Grounds Committee, Nominating Committee, Fundraising Committee, Marketing Committee and Appeal Panel. In addition to these standing committees, the School Board may from time to time define such other committees as may be necessary to aid the School Board in carrying out the business of the School.

5.2 Committee Appointment

5.2.1 Before May 15 of each year, each existing committee shall submit to the School Board its recommendations of proposed members for its committee for the following year. The Chairman with the advice and consent of the School Board

shall, before June 30 of each year, appoint members to the standing and special committees according to the provisions of this Article IV. Each committee shall serve from August 1st through July 31st of the following year.

5.2.2 The School Board shall have the power to remove at an open meeting of the School Board, with or without cause, any member of any committee, except the Appeal Panel, by a majority vote of all of the School Board members then in office who are eligible to vote. Members of the Appeal Panel may only be removed by a two-thirds (2/3) vote of all of the School Board members then in office who are eligible to vote.

5.3 <u>Communication and Approval</u>

The role of both the standing and the special committees shall be to advise the School Board in matters which are brought before the committee. The School Board shall, unless specifically delegated to a committee by these Bylaws or a formal resolution of the School Board, retain the responsibility and authority for making policy and governance decisions for the School. All actions of the committees shall be subject to the direction and approval of the School Board. All committees shall provide the Principal and the School Board a copy of the minutes of each meeting held by such committee within fourteen (14) days after such meeting.

5.4 <u>Committee Membership, Size and Duties</u>

Each committee shall be chaired by a member of the School Board. Each School Board member shall serve on at least one committee. Except as otherwise provided in this Article IV, other members of the committees may include representatives from the parents, faculty or any other person appointed by the School Board. The Chairman and Principal may serve as Ex Officio members of any committee of which they are not already members. Except as otherwise provided in this Article IV, each committee shall have from three (3) to nine (9) members as shall be determined from time to time by the School Board.

5.4.1 The Educational Policy Committee shall consist of the Principal, at least one School Board member, at least one Teacher, and other members appointed by the School Board. The Educational Policy Committee shall be responsible for advising the School Board and Principal on the areas of curriculum, extra-

curricular activities, dress code, discipline, and other matters as determined from time to time by the School Board.

- 5.4.2 The Finance Committee shall be chaired by the Treasurer and shall include other members appointed by the School Board. The Finance Committee shall be charged with the responsibility of planning, arranging, recommending and supervising the financial policies and affairs of the School, including a suitable budget and accounting system, the School's annual budget, tuition levels, tuition collection policies, compensation policies, and other matters involving the financial interests of the School. The acts, procedures, and recommendations of this committee pertaining to the aforementioned must be approved by the School Board before they become effective.
- 5.4.3 The Building and Grounds committee shall consist of at least one School Board member, at least one teacher, and other members appointed by the School Board. The Building and Grounds committee shall be responsible for advising the School Board regarding the maintenance and replacement of the School's physical plant, grounds, equipment, and other matters as determined from time to time by the School Board.
- 5.4.4 The Nominating Committee shall consist of no more than five (5) members including the School Board Chairman who shall chair the Nominating Committee, the Treasurer and other members appointed by the School Board. The Nominating Committee will be responsible for nominating School Board candidates and conducting the School Board election according to the provision of Article II of these Bylaws.
- 5.4.5 The Appeal Panel shall be comprised of five (5) members, not all of whom are of the same sex, including one (1) parent who is a member of the School Board, one (1) parent of a student enrolled in the School in the current or upcoming school year, two (2) educators not affiliated with the School, and one (1) additional member from any of these categories. In addition to the five regular members of the Appeal Panel, the School Board shall appoint one (1) alternate member who would serve as a voting member only in the case of a vacancy or in the event that a regular member of the Appeal Panel disqualifies himself or herself

due to a conflict of interest. This alternate member shall be an educator not affiliated with the School. Unless other responsibilities are specifically assigned to the Appeal Panel by formal resolution of the School Board, the Appeal Panel's responsibility shall be limited to hearing appeals of student expulsions and staff dismissals, excluding dismissal of the Principal. In hearing such appeals, the Appeal Panel shall not formulate policy but shall determine whether existing policy was fairly and appropriately applied. Following an appeal, the Appeal Panel may also make recommendations to the School Board regarding the clarification or improvement of relevant policy. All decisions of the Appeal Panel are final and shall not be subject to change by the School Board. (For the purposes of this Section 4.4.5, a person "not affiliated with the School" shall mean a person who does not have a child enrolled in the School, is not an employee of the School, is not the spouse of an employee of the School, is not a member of the School Board, and is not a member of any committee of the School Board other than said Appeal Panel.)

5.4.6 The Fundraising Committee and the Marketing Committees shall each be chaired by a member of the School Board and shall have other members as deemed appropriate by the Chairman, subject to the School Board's direction. The Fundraising Committee shall be responsible for coordinating, evaluating selecting and supervising all fundraising within the School. The Marketing Committee shall be responsible for the annual School Open House and any other efforts deemed appropriate by the committee to promote full enrollment in the School.

5.5 <u>Meeting Frequency</u>

The Finance Committee shall meet at least monthly during the school year. The Appeal Panel shall meet only as necessary to hear and decide appeals. The Educational Policy and Building and Grounds Committees shall meet at least quarterly. All other committees shall meet as determined necessary by their Chairs.

ARTICLE VI - POWERS AND RESPONSIBILITIES

6.1 The School Board

The School Board shall be the governing body of the School and, as such, shall have responsibility for School governance and policy. The School Board shall, in addition to the general powers conferred upon it by these Bylaws, have the power to:

- (a) Elect or appoint the officers of the School
- (b) Receive and hold by purchase, gift, devise, bequest or grant real or personal property for educational purposes connected with or for the benefit of the School
- (c) Hire and terminate the Principal
- (d) Evaluate the Principal on at least an annual basis
- (e) Approve the hiring, firing, and evaluation of any Assistant Principal by the Principal
- (f) Establish an annual budget for the School
- (g) Establish tuition levels and financial policy
- (h) Establish a salary and benefit structure for the employees of the School
- (i) Establish School policy and regulations
- (j) Establish discipline policy
- (k) Retain consultants to perform an outside evaluation of the School, including the School Board. Such an evaluation shall be initiated by the School Board no less frequently than once every five (5) years.
- (l) Grant and confer such diplomas and certificates or other honors on behalf of the School as are usually granted by any school of precollegiate grade in the United States.

6.2 The Board of Trustees

Unless approval of the Board of Trustees is specifically required in this section 5.2, the authority and power to take any action necessary to govern the School shall be vested with the School Board. Notwithstanding anything to the contrary contained herein, the following School Board actions require the approval of the Board of Trustees before becoming effective:

- (a) Changing the School's mission
- (b) Changing the grade levels which are taught at the School
- (c) Changing the eligibility criteria (excluding financial policies) for admission
- (d) Incurring debt other than routine trade payables
- (e) The sale or transfer of assets valued at more than \$10,000 to any non-related organization

(f) Amending these Bylaws

(g) Approving the annual budget established by the School Board

In addition, the Board of Trustees may from time to time initiate an outside evaluation of the School, including the School Board. The Board of Trustees may also determine, at its sole discretion, the amount of any subsidy that it shall provide.

6.3 The Principal

The Principal shall be responsible for implementing the policy established by the School Board and is responsible for managing the day-to-day operations of the School. The Principal shall have responsibility for the educational programs and administration of the School. He or she shall have authority to direct or prescribe the course of study of the School; for the administration and enforcement of School policy; for the discipline, suspension and expulsion of students; and for the administration, hiring and firing of faculty and staff of the School. The hiring, firing, and evaluation of any Assistant Principal shall be subject to School Board approval. The dismissal of any teacher prior to the end of the school year shall require the concurrence of the Assistant Principal or the Chairman.

ARTICLE VII - MEETINGS

7.1 <u>Regular Meetings</u>

The School Board shall hold regular meetings not less than monthly, except for the month of July, on the third Monday of each month or at such other time as shall be determined by the School Board.

7.2 <u>Special Meetings</u>

Special meetings of the School Board may be called by the Secretary upon the written request of the Chairman or any three (3) of the School Board members, including the Ex Officio members.

7.3 <u>Notice of Meetings</u>

7.3.1 No notice shall be required for any regular School Board meeting held on the third Monday of the month. Regular meetings held at another time and Special meetings shall be held on notice of the time and place thereof either delivered personally or sent by mail, telephone, email or FAX to each School Board member not less than five (5) days prior to the meeting, and if by telephone, confirmed in writing before the meeting.

- 7.3.2 Notwithstanding the foregoing, no notice need be given to any person who submits a signed waiver of notice before or after a meeting, or who attends a meeting without protesting any lack of notice.
- 7.3.3 Notwithstanding the foregoing, all School Board and committee meetings, excluding executive session meetings, shall be announced whenever practical in the School bulletin or another form of written communication to the parents and legal guardians of children enrolled in the School not less than five (5) days prior to the meeting.

7.4 Place of Meetings

All School Board and Committee meetings, excluding executive session meetings, shall be held in the School building or at such other place as may be set forth in any notice of such meeting. If an open meeting is to be held in a place other than the School building, then the parents and legal guardians of students shall be notified in writing of the time and place of the meeting not less than three (3) days prior to the meeting.

7.5 Open and Executive Session Meetings

- 7.5.1 School Board and Committee meetings will generally be conducted as open public meetings. As such, each open meeting shall include a designated time period for comments from the floor. The School Board or committee may establish any rules and guidelines for this comment period it deems appropriate to the conduct of the meeting. Further, the person chairing the meeting will have the authority to limit comments from the floor to the designated comment period.
- 7.5.2 The School Board and committees may conduct executive session meetings (i.e., Meetings which are not open to individuals who are not members of the School Board or the committee) from time to time when discussing matters which the School Board or committee deems are sensitive in nature. Examples of such matters include, but are not limited to, evaluation of the Principal, Assistant Principal or other staff member; compensation for a specific individual; discipline

of a specific student or group of students; contract negotiations; discussion with legal counsel.

7.6 <u>Meeting Minutes</u>

Minutes shall be maintained for all School Board and committee meetings. The School Board or committee shall provide a copy of the minutes of each meeting to the Principal within fourteen (14) days after such meeting. The minutes of all open meetings shall be made available upon request to any person entitled to vote for School Board candidates.

7.7 <u>Adjourned Meetings</u>

A majority of the School Board or committee members present at a meeting, whether or not a quorum, may adjourn any meeting to another time and place. Notice of such adjourned meeting need not be given if the time and place thereof are announced at the meeting at which the adjournment is taken. At such adjourned meeting, any business may be transacted which may have been transacted at the meeting as originally noticed.

7.8 Quorum

The presence of a majority of the total number of voting School Board or committee members then in office shall constitute a quorum for the transaction of business.

7.9 Voting

The vote of a majority of the School Board or committee members present at a meeting at which a quorum is present shall be the act of the School Board or committee, unless a greater vote is required by these Bylaws. Each School Board or committee member present and entitled to vote shall have one (1) vote.

7.10 Proxies

School Board and committee members may not vote by proxy and no proxy may be counted to determine whether or not a quorum is present at any School Board or committee meeting.

ARTICLE VIII - FINANCES

8.1 Fiscal Year

The fiscal year of the School shall end on the 30th day of June of each year. As such, all of the School's financial records shall be maintained according to Generally Accepted Accounting Principles (GAAP) on a July 1 through June 30 fiscal year basis.

8.2 <u>Financial Reports</u>

- 8.2.1 The Treasurer shall cause to be made an interim written report of the finances of the School for each calendar month of the fiscal year. Copies of this monthly financial report shall be provided to each member of the School Board, each member of the Finance Committee, and each member of the Board of Trustees no later than the twenty-first day of the month following the month for which the report is issued. Copies of the monthly financial reports shall also be made available upon request to those individuals eligible to vote for School Board candidates
- 8.2.2 The Treasurer shall cause to be made an annual written report of the finances of the School for the School's fiscal year just ended. Copies of this annual financial report shall be provided no later than October 31st of each year to the Board of Trustees and made available upon request to those persons eligible to vote for School Board candidates.

8.3 Funds

The operating funds of the School shall be deposited in the name of the School in such bank or trust companies, as may be designated by the School Board with withdrawal permitted on the signatures of such person or persons as the School Board shall designate from time to time. Any endowment, capital or restricted funds of the School shall be deposited in accounts with such investment funds and institutions as the School Board may determine from time to time in accordance with the investment policy of the School.

8.4 <u>Borrowing</u>

The School shall, subject to the approval of the Board of Trustees, have the power to borrow money and issue promissory notes for repayment thereof, with or without interest, and to mortgage and create other liens on its property as security for its debts or other lawful engagements.

8.5 <u>Capital Expenditure Limitations</u>

All capital expenditures in excess of \$10,000 shall require the prior approval of the School Board

8.6 Books and Records

The officers, agents and employees of the School shall maintain such books, records and accounts of the School's business and affairs as shall be appropriate to the business and affairs of the School, or as shall be required by the School Board or the laws of the State of Michigan. Such books, records and accounts shall be kept at or under the control of the School.

ARTICLE IX - INDEMNIFICATION

9.1 Indemnification

Each person who is or was a School Board member, officer, or member of any committee of the School Board and each person who is or was serving at the request of the School as a director, board member, officer, agent, or committee member of any other corporation, partnership, joint venture, trust, or any other enterprise, shall be indemnified by the School to the fullest extent to which the School has the power to indemnify such persons pursuant to the corporation laws of the State of Michigan as they may be in effect from time to time. The School may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his or her status as such, whether or not the School would have the power to indemnify such person under the laws of the State of Michigan.

9.2 <u>Changes in Michigan Law</u>

In the event of any changes of the Michigan statutory provisions applicable to the School relating to the subject matter of this Article VIII, then the indemnification to which any person shall be entitled hereunder shall be determined by such changed provisions, but only to the extent that any such change permits the School to provide broader indemnification rights than such provisions permitted the School to provide prior to any such change.

ARTICLE X - CONFLICT OF INTEREST

10.1 Conflict of Interest

Any member of the School Board or any committee who is aware of any relationship which he or she may have with any person, corporation or other entity with whom the School proposes to enter into any contract or other transaction which will or may result in financial gain or advantage to such School Board or committee member by reason of such relationship shall disclose such relationship to the School Board.

ARTICLE XI - AMENDMENTS TO THE BYLAWS

11.1 <u>Amendments to the Bylaws</u>

These Bylaws may be amended, with the approval of the Board of Trustees, by a two-thirds (2/3) vote of the School Board members present and voting, provided that the proposed amendments have been printed and delivered to each School Board member with the notice of the meeting. The School Board shall provide notice of the proposed amendments to those people eligible to vote for School Board candidates at least thirty (30) days prior to the date of said meeting in order to provide such persons an opportunity to make comments to the School Board. The method of such notice shall be at the discretion of the School Board.

ARTICLE XII - DISSOLUTION

12.1 Dissolution

Upon dissolution of the School, the property remaining after providing for the debts and obligations of the School shall be distributed to another non-profit organization as shall be designated by the School Board.