

Greater Lansing Catholic Education Foundation Bylaws

GLCEF Board Approval September 10, 2008

Article I: Name

The Greater Lansing Catholic Education Foundation is a juridic person constituted by a special decree from the Bishop of the Diocese of Lansing on March 12, 1986 in accordance with the Code of Canon Law 113 thru 123. The Greater Lansing Catholic Education Foundation is hereinafter referred to as *Foundation*.

Article II: Mission

As commissioned by the Bishop of the Diocese of Lansing, the mission of the *Foundation* is to provide a legacy of financial support for Catholic education and families choosing Catholic schools as a viable option in the Lansing Region of the Diocese of Lansing.

Article III: Purpose

The purpose of the *Foundation* is to solicit, receive and accept property whether real, personal or fixed by way of a gift, bequest or device, from any person, firm, trust or corporation to be held, administered, invested and the principal and income of all such property received and accepted to be distributed solely for the financial support of Catholic education and families choosing Catholic schools in the Lansing Region of the Diocese of Lansing.

Article IV: Board of Trustees

- a. **Composition.** The Board of Trustees shall consist of not less than nine or more than twelve members. At least one member, and not more than two, should be a pastor within the Lansing Region of the Diocese of Lansing. The trustees shall be elected by the Board of Trustees, with the approval of the Bishop of Lansing. The members shall be chosen, insofar as possible, to represent the skills and talents needed to fulfill the mission and planned activities of the *Foundation*.
- b. **Functions.** The activities and affairs of the *Foundation* shall be conducted and all *Foundation* powers shall be exercised by or under the direction of the Board of Trustees. The Board of Trustees has the authority in all matters relating to the *Foundation*. The trustees are responsible for overseeing the effective management and directions of the *Foundation*. The trustees may delegate the management of the *Foundation* activities to its President/Administrator provided that the activities and affairs of the *Foundation* shall be exercised under the ultimate direction of the Board of Trustees.
- c. **Continuity.** To provide continuity and a balanced set of expiration dates, each trustee is elected to hold a specific seat on the board that is associated with a specific three-year term. One third of the seats, either first or second term, expires every three years. In the event of an unexpected vacancy on the board, the next nominated and elected Trustee fills the vacated seat until the expiration of that term and is then eligible to be elected to their first full term of service.
- d. **Terms.** Members of the Board shall be elected for terms not to exceed three years. No member shall serve more than two consecutive three-year terms, except under the following circumstances:

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- i. An incoming member who has been elected to fill a vacant position (as stated above) on the Board may serve until the date the seat they have filled expires. If then reelected after the completion of their partial term, the Trustee will be eligible to serve two additional full three-year terms.
 - ii. An outgoing Chair of the Board who has completed his or her second consecutive term as a Board member, and whose service on the Board would otherwise expire, may serve an additional one-year term as a member of the Board upon request of the Executive Committee and his/her agreement to serve. This is the only circumstance under which the board may exceed twelve members.
- e. **Leave of Absence.** A member of the Board of Trustees may, at the direction of the Board of Trustees, take a leave of absence of up to one year, said leave not to be charged against the member's term of office.
- f. **Removal.** In the event a member of the Board of Trustees misses two (2) consecutive regularly scheduled meetings, a review of that trustee's attendance shall be made by the Executive Committee who in turn will make a recommendation as to whether the trustee shall be removed from the Board. Removal of a trustee from the Board requires a majority vote of the Board.
- g. **Code of Conduct.** A member of the Board shall perform the duties of a trustee, including duties as a member of any Board Committee, in good faith and in a manner such trustee believes to be in the best interest of the *Foundation*. Trustees will perform their duties with such care, including reasonable inquiry, in a manner such as an ordinarily prudent person in a like position would use under similar circumstances.
- h. **Personal Liability.** Any volunteer member of the Board is not personally liable to the *Foundation* for monetary damages for a breach of the trustee's fiduciary responsibility. A claim for monetary damages for a breach of a volunteer trustee's duty to any person, other than the *Foundation*, may not be brought or maintained against a volunteer trustee. Any such claim may be brought or maintained instead against the *Foundation* (The Diocese of Lansing), which may be liable for the breach of the volunteer trustee's duty. However, this section shall not eliminate or limit the liability of the volunteer trustee for any of the following:
 - i. A breach of the trustee's duty of loyalty to the Foundation.
 - ii. Acts or omissions not in good faith that involve intentional misconduct or knowing violation of the law.
 - iii. An act or omission that is grossly negligent.

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Article V: Committees, Sub-committees, Advisory Councils

- a. **Executive Committee.** There shall be an Executive Committee which shall consist of the elective officers. Action taken at any meeting of the Executive Committee will be reported no later than the next scheduled meeting of the Board of Trustees. The Executive Committee shall have and may exercise when the Board of Trustees is not in session all the powers of the Board that may be lawfully delegated, provided that the Committee shall not make final determinations of policy.
- b. **Standing Committees.** The standing committees of the *Foundation* shall be the committees as established by these Bylaws. There shall be three standing committees: Finance, Nominations and Disbursements. The chair and the members of each standing committee shall be appointed by the Chair of the Board of Trustees. The responsibilities of each standing committee shall be set forth in a committee charter which shall be reviewed from time to time by the Board and revised, as appropriate.
 - i. **The Finance Committee** shall assist the Board of Trustees in its oversight responsibilities relating to fiscal management of organization-wide financial assets.
 - ii. **The Nominations Committee** shall present recommendations for elective officers and Trustees to the Board of Trustees and shall consult with the Chair of the Board with respect to the process by which members of the Board are assigned to committees.
 - iii. **The Disbursements Committee** shall assist the Board of Trustees in its monitoring of annual disbursements from all funds and make recommendations to the Board for improving disbursements policies and procedures, receive and review disbursement proposals and make recommendations to the Board for disbursements authorization, and receive and review follow up reports from recipients of disbursements.
- c. **Other Committees, Sub-Committees, and Advisory Councils.** The Board may establish by resolution such other committees, sub-committees, and advisory councils as it deems appropriate.

Article VI: Officers

- a. **Titles and Terms of Elective Officers.** The elective officers of the *Foundation* board shall be a Chair, a Vice-Chair, a Secretary and a Treasurer, who shall be elected to no more than two consecutive one-year terms.
- b. **Chair of the Board.** The Chair of the Board shall be the senior officer of the *Foundation* and shall have general responsibility for the functioning of the *Foundation* between meetings of the Board of Trustees or the Executive Committee. He or she shall preside at meetings of the Board of Trustees and the Executive Committee.
- c. **Vice Chair of the Board.** The Vice Chair of the Board shall exercise the functions of the Chair in his or her absence.

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- d. **Secretary.** The Secretary shall be responsible for the keeping of minutes of all meetings of the Board of Trustees and Executive Committee, and for the performance of all duties normally pertaining to the Office of Secretary.
- e. **Treasurer.** The Treasurer shall be responsible for advising the Board of Trustees and the Executive Committee on fiscal matters.

Article VII: Meetings

- a. **Frequency.** There shall be an annual meeting of the Board of Trustees at the call of the Chair of the Board. The Board shall hold no fewer than four in-person meetings annually. Other meetings of the Board of Trustees or of the Executive Committee may be held, in person or electronically, at the call of the Chair of the Board. The Chair of the Board shall also call meetings of the Board or of the Executive Committee when requested in writing by a quorum of the Board of Trustees or by a quorum of the Executive Committee. Meetings of any other committee of the Board may be held at the call of the Chair of that committee.
- b. **Notice.** Notice of the date, time and place of each meeting of the Board of Trustees shall be given by mail, email, or telephone at least seven (7) days prior to the scheduled meeting and shall include, at minimum, a purpose for said meeting.
- c. **Quorums.** One-half plus one additional member of the Board of Trustees shall constitute a quorum for the transaction of business of the Board. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business by such committee. In the absence of a quorum at a duly called meeting, a lesser number may adjourn the meeting from time to time until a quorum shall be present.
- d. **Proxies.** The Board of Trustees may make provision for the use of proxies to vote on any question which may come before any meeting of the Board or any of its committees which proxies shall be used to meet the requirements for a quorum.
- e. **Action Without a Meeting.** The Executive Committee and any other committees established by the Board may transact business at a meeting, by a telephone conference call, fax, e-mail, or by any other method of communication in accordance with standard business practices.

Article VIII: Nominations and Elections

- a. **Nominations.** Prior to the annual meeting of the Board, the Nominations Committee shall present to the Board nominations for membership to the Board of Trustees and elective officers thereof to be acted upon at the annual meeting. All nominations shall be included in the notice of the meeting. The consent of the nominee shall be obtained before his or her name is presented.
- b. **Election.** Election shall be by a majority of votes cast by the Board of Trustees. The Board may make provision for the casting of votes by mail, phone, fax, e-mail, or other methods of communication in accordance with standard business practices.

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- c. **Vacated or Empty Positions.** The Board of Trustees may appoint a person to fill any vacated or empty positions among the elective officers or members at large of the Board of Trustees. A person so appointed shall serve until the next annual meeting.

Article IX: Fiscal

- a. **Fiscal Year.** The fiscal year for all business transactions of the *Foundation* shall be from July 1 of one year through June 30 of the following year.
- b. **Disbursements.** Disbursements shall be made only in accordance with a specific authorization or a general budget approved by the Board of Trustees and on such terms as may be established by the Board.
- c. **Audits.** There shall be an annual audit of the *Foundation* by an independent certified public accountant. The independent auditor shall be appointed annually by the Board upon the recommendation of the Finance Committee, and shall report to the Finance Committee. A copy of said report will be submitted to the Finance Officer of the Diocese of Lansing.

Article X: President

The Board of Trustees shall, as finances permit, employ or otherwise appoint a President.

- a. **Supervision.** The President functions under the general supervision of the Executive Committee of the Board of Trustees through the Board Chair.
- b. **Role and Responsibilities.** The President shall serve as the Administrator of the *Foundation* with the responsibility of carrying out the policies of the Board. President will have the power, subject to general direction of the Board to employ, terminate and fix the duties and salaries of other employees of the *Foundation*. The President shall be the custodian of all records, correspondence and reports of the *Foundation* and shall execute all acts and documents to make effective the actions of the Board and the Executive Committee.
- c. **Removal.** Subject to the rights, if any, under any contract of employment, the President may be removed, with or without cause, by the Board of Trustees at any regular or special meeting provided that notice is given as required in these bylaws for a Board of Trustees meeting.

Article XI: Rules and Regulations

The Board of Trustees have the power to make and adopt rules, policies and regulations for the governing of the *Foundation* and for the management of its programs, property and assets as long as said rules and regulations are not in conflict with the provisions of these bylaws nor inconsistent with Canon Law governing a juridic person.

Article XII: Rules of Order

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The rules contained in "Robert's Rules of Order" shall govern the meetings of the Board of Trustees of the *Foundation* as they apply and are consistent with these bylaws and Canon Law governing a juridic person.

Article XIII: Indemnification

Any person who is or was a trustee, officer, agent or employee of the *Foundation* will be indemnified by the Diocese of Lansing (on behalf of the Board of Trustees of the *Foundation*) for the defense of or in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than any action by or in the right of the exempt status of the Diocese) or appeals therein, in accordance with, and to the full extent permitted by law.

Any indemnification, unless ordered by the court, shall be made only as authorized in the specific case upon the determination that the indemnification of the trustee, officer, agent or employee is proper in the circumstances because the person has met the applicable standard of conduct as set forth in Article IV Section f.

Article XIV – Dissolution

A recommendation to dissolve the *Foundation* may be made at any regular or special Board meeting if 2/3 of the trustees vote to affirm the motion to dissolve. Inasmuch as the *Foundation* is constituted a juridic person by a special decree of the Bishop of the Diocese of Lansing, the Bishop has the unique and individual right and responsibility to dissolve the *Foundation* as a juridic person if in his judgment the *Foundation* is not acting according to its mission and purpose. Notice to dissolve the *Foundation* must be mailed to each current trustee of record 90 days prior to any action being taken to dissolve the *Foundation*.

Article XV: Disposition of Assets

The assets of the *Foundation* are irrevocably dedicated to the mission of the *Foundation* and upon dissolution, after providing for the debts and obligations thereof, the remaining assets will be transferred to the Roman Catholic Diocese of Lansing for and on behalf of Catholic education in the Greater Lansing area as set forth in the mission of the *Foundation*. In the event restricted accounts exist within the *Foundation*, those assets will be distributed according to the provisions of the restricted account.

Article XVI: Amendments

The bylaws may be altered, amended or repealed by an affirmative vote of 2/3 of the trustees in order to consider the vote an act of the Board. Content of any proposed alterations of amendments to the bylaws shall be sent in writing to all trustees in accordance with Article VII Section b.

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Article XVII: Waiver of Notice

Whenever any notice is required to be given under the provisions of these bylaws, or of any law, the written waiver, signed by the person entitled to said notice, whether before or after the time stated herein, shall be deemed equivalent.