

**By-Laws**  
**Our Lady of Bethlehem Schools, Inc.**  
(Revised and Restated on October 11, 2011)

**ARTICLE I: NAME**

The name of this organization shall be Our Lady of Bethlehem Schools, Inc. dba Our Lady of Bethlehem School and Childcare, hereinafter referred to as “OLB” or “school”.

**ARTICLE II: MISSION STATEMENT**

Our Lady of Bethlehem will continue to be a leader as a Catholic Learning Center providing a superior education in a safe, well structured Christian environment.

**ARTICLE III: PREVIOUS BY-LAWS**

All previously adopted By-Laws are hereby rescinded, unless restated herein.

**ARTICLE IV: GOVERNING ENTITY**

The control, management, and conduct of OLB’s affairs shall be entrusted to a Board of Trustees.

**ARTICLE V: BOARD OF TRUSTEES**

**Section 1: Voting Members.** The Board of Trustees shall consist of no more than fifteen (15) voting members. In order to insure a diverse board, members shall be chosen from persons drawn from the community at large and from parents who have children attending OLB. The Board of Trustees shall strive to maintain a majority of community at large members at all times. All such persons shall be elected to a three (3) year term of service.

Elected Trustees shall be chosen by a majority vote of the voting Trustees. Each Trustee’s term will commence on the first day of September following their election. No teacher or school employee or any person of their immediate family, shall be elected or appointed as a voting member of the Board.

The terms of the elected Trustees shall be staggered. Up to five (5) of the elected Trustee’s terms shall be established for a particular year; five (5) of the elected Trustee’s terms shall be established for the second following year and the five (5) remaining elective terms shall be established for the third following year. Trustees elected to the Board may serve more than two (2) consecutive terms only by the unanimous consent of all the other voting members.

**Section 2: Ex Officio Members.** The School Director shall be a non-voting, *ex officio* member of the Board. Representatives appointed or elected by the Home and School Association and the Development Foundation, shall also serve as non-voting, *ex officio* members for the purpose of advising, disseminating and communicating information to and from both organizations.

## **ARTICLE VI: OFFICERS**

**Section 1: Elected Officers.** The elected officers of OLB shall be the President, Vice President, Secretary and Treasurer. The President shall be elected to a two (2) year term and the Vice President, Secretary and Treasurer shall each be elected to two (2) year terms commencing on the first day of September.

**Section 2: Elections.** Officers of OLB shall be elected by a majority vote of the voting Trustees present at the Board's Annual Meeting on the second Tuesday in May.

**Section 3: Eligibility.** The President and the Vice President shall be chosen from among the elected members of the Board. The Secretary may be chosen from among the elected-members of the Board. The Vice President shall succeed the President at the expiration of the President's term.

## **ARTICLE VII: DUTIES OF OFFICERS**

**Section 1: The President.** The President shall preside over all Board meetings and shall exercise general supervision over the employees, affairs, and activities of OLB. The President shall also be responsible for communications between the Board, and the Director, its teachers, and employees. If the President is absent/unavailable, then the Vice President, or in the Vice President's absence, the Secretary shall exercise such powers and duties.

**Section 2: The Vice President.** The Vice President shall assume the duties of the President if, for whatever reason, the President fails to complete his/her term. In addition, the Vice President shall perform the duties of the President should the President be absent, and shall also perform such duties as may be delegated by the President.

**Section 3: The Secretary.** The Secretary shall be responsible for keeping and maintaining the records of all Board of Trustee meetings. A copy of the Minutes of such proceedings shall be provided to each Board Member. The Secretary shall also be responsible for all correspondence to and from the Board of Trustees.

**Section 4: The Treasurer.** The Treasurer shall be responsible for the preparation of the annual budget, help develop fundraising plans, and make financial information available to Board members and the public.

## **ARTICLE VIII: MEETINGS**

**Section 1: Annual Meeting.** Unless another date is otherwise designated by a unanimous vote of the Board of Trustees, the Annual Meeting shall be held on the second Tuesday in May, for the purpose of electing Board Trustees and Officers. In addition, the President may issue an annual report and conduct such other business as may properly come before the Board.

**Section 2: Regular and Special Meetings.** Regular meetings of the Board of Trustees shall be held at least once each calendar quarter, at such time and place as the Board and/or the President may determine. Special meetings of the Board of Trustees may be

called at any time by the President or upon the request of four or more members of the Board. The Secretary shall send notice of such meetings and the purpose thereof, to each Board Member at least ten (10) days prior to all special meetings. Business transacted in special meetings shall be limited to the purpose mentioned in the notice.

**Section 3: Quorum.** A majority of the voting members on the Board shall constitute a quorum. In the absence of a quorum, the meeting shall be adjourned.

**Section 4: Missed Meetings.** Any Board member who misses three (3) or more consecutive meetings, except in the case of unavoidable circumstances, may be subject to removal by a unanimous vote of the other voting Board members.

**Section 5: Removal of Officers or Trustees.** Any Officer or Trustee may be subject to removal for cause by the unanimous vote of the other voting members of the Board.

**Section 6: Executive Sessions.** At the call of the President or by a majority of the voting members, the Board may, from time to time, meet in executive session for the purpose of considering sensitive matters including, but not necessarily limited to discussions concerning faculty and staff salaries. At such times, the Board may exclude non-voting members and other persons from its deliberations.

## **ARTICLE IX: THE SCHOOL DIRECTOR**

**Section 1: Appointment.** The School Director shall be appointed by and serve at the pleasure of the Board of Trustees.

**Section 2: Duties.** The school Director shall have supervisory authority over all the teachers and employees of OLB. In addition, the Director shall be responsible for the development and implementation of the school curriculum; ensuring OLB's compliance with the laws and regulations of all governmental agencies and the general day to day operation of the school. The Director shall advise the Board on all such matters.

## **ARTICLE X: COMMITTEES**

**Section 1: Establishment.** Standing or Special Committees may be established by the President according to the needs of OLB.

**Section 2: Appointment.** The President shall have the power to appoint a Chairperson to each committee and to appoint the committee members to each Special committee.

**Section 3: Chairpersons.** Each Chairperson of a Standing Committee shall, with the consent of the President, have the power to appoint members of their committees, unless otherwise directed in the By-Laws.

**Section 4: Reports.** The Chairperson of each Standing Committee shall be responsible for making a summary report to the President prior to or at the Annual Meeting.

**Section 5: Termination.** Special Committees shall automatically terminate once they have carried out and discharged their mission.

**ARTICLE XI: VOLUNTEER ORGANIZATIONS**

Organizations of volunteers that serve OLB shall be governed by the Board of Trustees. Volunteer organizations will operate under by-laws developed by the organization and approved by the Board of Trustees. Once approved, the by-laws of the organization will be appended to these by-laws.

**ARTICLE XII: MISCELLANEOUS**

**Section 1: Fund Proceeds.** All fund proceeds that come under the control of OLB shall be applied toward the purpose of fulfilling OLB's mission as set forth in its Articles of Incorporation and By-Laws.

**Section 2: Contractual Authority.** All contracts and documents made, accepted, or executed by OLB shall be signed by the President or his or her designee.

**Section 3: Authorized Signatures.** All checks drawn against any accounts of OLB in amounts in excess of two thousand dollars (\$2,000.00) shall be signed by the Director and in the absence of the Director, by the President or such other person who may be authorized to do so in writing, by the President.

**Section 4: Budget Changes.** Deviations or changes in the budget, after approval by the Board of Trustees, may be made upon the recommendation of the Treasurer and approved by a majority of the voting members of the Board.

**ARTICLE XIII: FISCAL YEAR**

The fiscal year of OLB shall begin on the 1st day of July and end on the 30<sup>th</sup> day of June.

**ARTICLE XIV: AMENDMENTS**

The By-Laws may be altered, repealed, or amended by a majority of the voting members of the Board of Trustees.

**ARTICLE XV: SCHOOL ORGANIZATIONAL STRUCTURE**

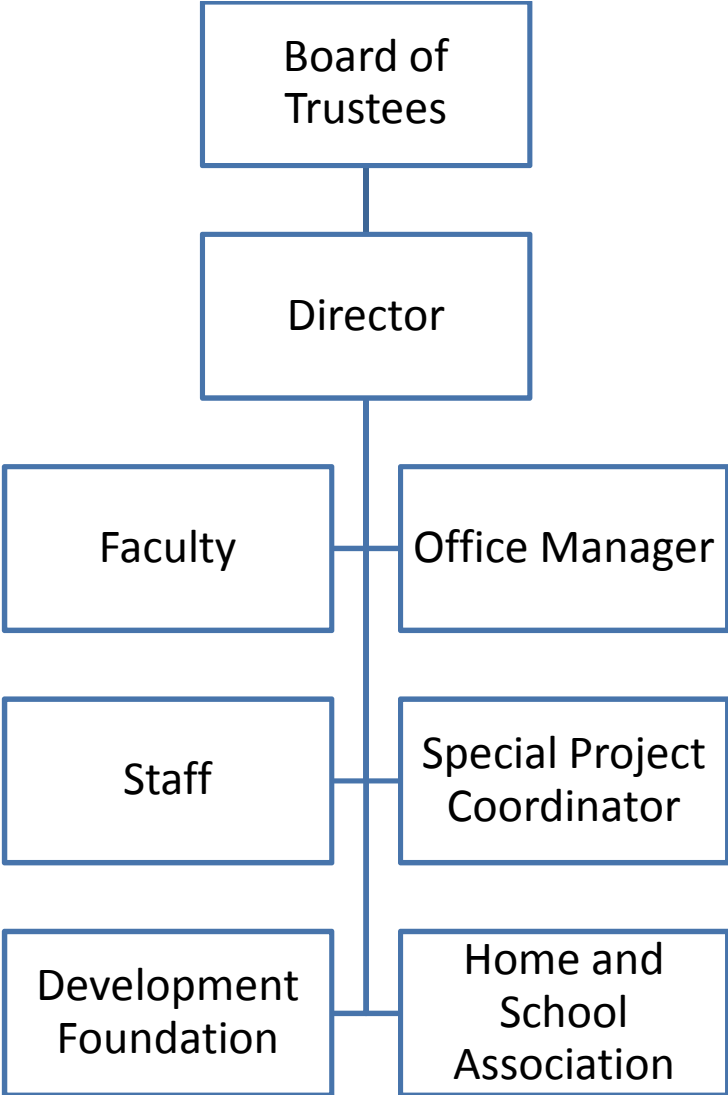
The teachers, school staff, childcare staff, HASA and the Development Foundation report to and are under the administrative supervision, management and control of the Director. The Director is under the supervision and control and reports to the Board of Trustees. (See attached Organizational chart).

I CERTIFY that the above stated By-Laws were duly enacted by the consent of the majority of the voting members of the Board of Trustees.

James F. Cottrill  
*President, OLB Board of Trustees*

October 11, 2011  
*Date*

**Appendix A: Organization Chart for Our Lady of Bethlehem Schools, Inc.**



- Board of Trustees Committees**
- Finance Committee
  - Marketing Committee
  - Technology Committee
  - Tuition Assistance Committee

**Appendix B: By-Laws of Development Foundation of  
Our Lady of Bethlehem School and Childcare**

**ARTICLE I: NAME**

The name of this organization shall be Our Lady of Bethlehem School and Childcare Development Foundation, hereinafter referred to as “Development.”

**ARTICLE II: MISSION STATEMENT**

Development is organized to financially support the educational needs of its community, to enhance the quality of education and to ensure the continuation and growth of Our Lady of Bethlehem School and Childcare, hereinafter referred to as “OLB.” Development strives to maintain the fundamental principles of Clare Fey, foundress, and the Sisters of the Poor Child Jesus who dedicated their lives to giving to children in need.

**ARTICLE III: RELATIONSHIP TO THE BOARD OF TRUSTEES**

Development exists solely to serve OLB as noted in the Development’s mission statement. As such, it is governed by the OLB Board of Trustees, hereinafter referred to as “the Board,” as an integral part of OLB. A representative appointed or elected by Development shall serve as a non-voting, ex officio member of the Board for the purposes of advising, disseminating, and communicating information by and between the Board, OLB and Development. The officers of Development are covered by the insurance policy of the Board. Development operates under the EIN of OLB and makes use of its tax-exempt status. No contracts shall be entered without the prior approval of the Board. All funds raised by Development shall be under its exclusive use and control; however any such expenditures made on behalf of OLB that are in excess of One Thousand Dollars (\$1,000.00), shall first be approved by the Board.

**ARTICLE IV: MEMBERS**

Any individual desiring to aid in advancement of the mission and goals of OLB may be a member of Development.

**ARTICLE V: OFFICERS**

**Section 1: Officers.** Only the officers of Development shall have voting rights. The officers of Development shall be the President, Vice-President, Secretary, Treasurer, Alumni Relations, Communication, Marketing, and Grants Committee Chairperson. Each officer shall be selected/elected to a one (1) year term commencing upon the first day of the fiscal year.

**Section 2: Officer Recruitment.** Officers of Development shall be selected by the current members of Development. In the event there are multiple volunteers for any of the officer positions, said officer position shall be filled through an election conducted by the current members of Development.

**Section 3: Eligibility.** Any member of Development shall be eligible for election as an officer of Development. A person may act in the capacity of more than one officer position only if there is a lack of volunteers for each of the officer positions.

## **ARTICLE VI: DUTIES OF OFFICERS**

**Section 1: President.** The President shall preside over meetings of Development, serve as Development's primary contact with the OLB Director and Board, represent Development at meetings of the Board, and OLB Home and School Association, and represent Development at meetings outside of OLB, when appropriate, serve as a signatory on all financial accounts and investment vehicles in the name of Development, and coordinate the work of all officers and committees ensuring that Development's mission is served.

**Section 2: Vice-President.** The Vice-President shall assume the responsibilities of the President in the event that the President is unable to do so. Additionally, the Vice-President shall be responsible for the coordination of the Development's Annual Wine and Hors d'Oeuvres Party, or like event, and ongoing Stores Program events with local and national retailers to seed hardship and scholarship funds. After serving in the position of Vice-President for a one (1) year term, said member shall ascend to the position of President of Development for an additional one (1) year term.

**Section 3: Secretary.** The Secretary shall be responsible for keeping and maintaining the records of all Development meetings. A copy of the minutes of all Development meetings shall be provided to each officer of Development. The Secretary shall be responsible for the archiving of the minutes from each of the Development meetings, as well as other important documents.

**Section 4: Treasurer.** The Treasurer shall be responsible for keeping an accurate record of receipts and expenditures, and pay out funds in accordance with the approval of the officers of Development. The Treasurer shall provide a financial statement at every regular meeting of Development and at other times of the year as requested by the officers of Development, the OLB Director, and/or the OLB Board. Additionally, along with the President, the Treasurer shall serve as a signatory on all financial accounts and certificates of deposit in the name of Development.

**Section 5: Alumni Relations Chair.** The Alumni Relations Chair shall maintain a database of alumni families of OLB and shall coordinate all communications with said families in an effort to aid Development with its annual fundraising efforts and in furtherance of maintaining alumni relations. The Alumni Relations Chair shall also plan and coordinate alumni events.

**Section 6: Communications Chair.** The Communications Chair shall coordinate the communications of Development with past, present and prospective families of OLB.

**Section 7: Marketing Chair.** The Marketing Chair shall assist with the implementation and coordination of marketing efforts on behalf of OLB. The Marketing Chair shall also serve as the liaison between Development, the OLB Director, the Board and the OLB Marketing Committee regarding OLB's marketing efforts.

**Section 8: Grants Committee Chair.** Coordinates grant-writing efforts at OLB. Therefore, he or she presides over the OLB Grants Committee, leads regularly scheduled grant meetings, and coordinates grant draft and submissions.

## **ARTICLE VII: MEETINGS**

**Section 1: Regular Meetings.** Regular Meetings shall be held at least once each calendar quarter, at such time and place as the President may determine. The President shall notify the members of Development of the date, time, and location of the scheduled meeting no less than seven (7) days prior to the same.

**Section 2: Quorum.** Half of the officers of Development plus one shall constitute a quorum. In the absence of a quorum, the scheduled meeting shall still occur; however, no elections shall be conducted and no decisions requiring a vote of Development shall be made.

**Section 3: Emergency voting.** In the event Development must make a decision regarding Development matters before a Regular Meeting can be held, each of the officers may be advised of the issue by electronic mail. Upon being advised of the issue, each officer may respond by electronic mail with his/her vote within 48 hours. The decision regarding the matter shall be decided by a majority vote of responding officers. Failure of an officer to respond to the electronic mail shall be treated as a non-vote.

## **ARTICLE VIII: COMMITTEES**

**Section 1: Establishment.** Standing or Special Committees may be established by the President according to the needs of Development.

**Section 2: Appointment.** The President shall have the power to appoint a chairperson to each committee and to appoint the committee members to each Standing or Special Committee.

**Section 3: Chairpersons.** The chairperson of a Standing or Special Committee shall, with the consent of the President, have the power to appoint members of his/her committee.

**Section 4: Reports.** The chairperson of each Standing or Special Committee shall be responsible for making a summary report to the members of Development at each Regular Meeting or as otherwise requested by the President.

**Section 5: Termination.** Standing or Special Committees shall automatically terminate once they have carried out and discharged their duties.

**ARTICLE IX: MISCELLANEOUS**

**Section 1: Fund Proceeds.** All fund proceeds that come under the control of Development shall be applied toward the purpose of fulfilling Development’s mission as set forth in these By-Laws.

**Section 2: Expenditures.** All funds raised by Development shall be under its exclusive use and control; however, any such expenditures made on behalf of OLB that are in excess of One Thousand Dollars (\$1,000.00), shall first be approved by the Board.

**Section 3: Administrative Supervision.** Development shall report to and be under the direct administration supervision, management and control of the Director of OLB as depicted in the OLB organizational chart attached hereto.

**Section 4: Contractual Authority.** All contracts and documents made, accepted, or executed by Development shall be first approved by the Board and signed by the President. In the event that the President is unable to carry out his or her duties, all contracts and documents made, accepted, or executed by Development shall be signed by the Vice-President or by any officer so designated with authority by the President.

**Section 5: Authorized Signatures.** All checks drawn against any accounts of Development shall be signed by the President, Treasurer, or any such other officer who may be authorized, in writing, as a signatory by the President.

**ARTICLE X: FISCAL YEAR**

The fiscal year of Development shall begin on the 1<sup>st</sup> day of July and end on the 30<sup>th</sup> day of June.

**ARTICLE XI: AMENDMENTS**

The By-Laws of Development may be altered, repealed, or amended by a majority of the officers of Development.

I HEREBY CERTIFY that the above stated By-Laws were duly enacted by consent of the officers of the Our Lady of Bethlehem School and Childcare Development Foundation.

Anita Schroeder  
*President, Development Foundation of  
Our Lady of Bethlehem School and Childcare*

September 13, 2011  
*Date*

Approved and accepted by the OLB Board of Trustees on September 13, 2011.

**Appendix C: By-Laws of Home and School Association of  
Our Lady of Bethlehem School and Childcare**

**Article I: NAME**

The name of this organization shall be Our Lady of Bethlehem Schools, Inc. Home and School Association dba Our Lady of Bethlehem School and Childcare Home and School Association, hereinafter referred to as “OLB’s HASA” or “HASA” or “school”

**Article II: MISSION STATEMENT**

Our Lady of Bethlehem School and Childcare’s (OLB) Home and School Association (HASA) is to encourage communications and foster relationships between OLB and its faculty and the community of parents.

Fostering a feeling of community among parents and faculty is crucial to providing the familial atmosphere and excellence in education that OLB’s hallmarks

**Article III: RELATIONSHIP TO THE BOARD OF TRUSTEES**

HASA exists solely to serve OLB as noted in the mission statement. As such, it is governed by the Board of Trustees, hereinafter referred to as “the Board,” as an integral part of OLB. A representative appointed or elected by HASA shall serve as non-voting, ex officio member of the Board for the purpose of advising, disseminating, and communicating information by and between the Board, OLB and HASA.

The officers of HASA are covered by the insurance policy of the Board and makes use of its tax-exempted status. No contracts shall be entered into without the prior approval of the Board. All funds raised by HASA shall be under its exclusive use and control; however any such expenditures made on behalf of OLB that are in excess of One Thousand Dollars (\$1,000.00), shall first be approved by the Board.

**Article IV: PREVIOUS BY-LAWS**

All previously adopted By-Laws are hereby rescinded, unless restated herein.

**Article V: MEMBERS**

Any parent, guardian, or adult standing in loco parentis for a student at the school may be a member and shall have voting rights. The director and any teacher employed at the school may be a member and have voting rights.

**Article VI: OFFICERS**

**Section 1. Officers.** The officers shall be a president, vice president, secretary and treasurer.

- (a) **President.** The president shall preside over meetings of the HASA organization, serve as the primary contact for the director, represent the organization at meetings outside the organization, serve as an ex officio member of all committees, and coordinate the work of all the officers and committees so that the purpose of the organization is served.

- (b) **Vice President.** The vice presidents shall assist the president and carry out the president's duties in his or her absence or inability to serve.
- (c) **Secretary.** The secretary shall keep all records of the organization, take and record minutes, prepare the agenda, handle correspondence, and send notices of meetings to the membership. The secretary also keeps a copy of the minutes book, bylaws, rules, membership list, and any other necessary supplies, and brings them to meetings.
- (d) **Treasurer.** The treasurer shall receive all funds of the organization, keep and accurate record of receipts and expenditures and pay out funds in accordance with the approval of the executive board. He or she will present a financial statement at every meeting and at other times of the year when requested by the President of HASA.

**Section 2. Eligibility.** Members are eligible for office if they are members in good standing.

**Section 3. Terms of Office.** Officers are termed for one year and may serve no more than two (2) consecutive terms in the same office. Each person elected shall hold only one office at a time.

**Section 4. Vacancies.** If there is a vacancy in the office of president, the vice president will become the president. At the next regularly scheduled meeting, a new vice president will be elected. If there is a vacancy in any other office, members will fill the vacancy.

**Section 5. Removal From Office.** Any Officer may be subject to removal for cause by the unanimous vote of the other voting members of HASA.

## **Article VII: COMMITTEES**

**Section 1. Membership.** Committees may consist of members and board members, with the president acting as an ex officio member of all committees.

**Section 2. Standing Committees:** The following committees shall be held by the HASA organization: Fundraising, Hospitality, Beautification, Room Parent, Morale and Appreciation and Secret Santa.

**Section 3. Additional Committees.** The HASA president and members may appoint additional committees as needed.

## **Article VIII: MEETINGS**

**Section 1. Regular Meetings.** The regular meeting of the organization shall be on the second Wednesday at least every other month during the school year at 7pm., or at a time and place determined by the HASA members at least one month before the meeting.

**Section 2. Special Meetings.** Special meetings may be called by the president, any two members of HASA. Notice of the meeting shall be sent to members at least 5 days prior to the meeting, by email or phone calls.

**Article IX: FINANCES**

**Section 1.** A tentative budget shall be drafted in the fall for each school year and approved by a majority vote of the members present.

**Section 2.** The treasurer shall keep accurate records of any disbursements, income, and bank account information.

**Section 3.** Expenditures made on behalf of OLB that are in excess of One Thousand Dollars (\$1,000.00), shall first be approved by the Board.

**Section 4.** The bank account should have three (3) authorized signers. The president should authorize each check before written by the treasurer.

**Section 5.** The treasurer shall prepare a monthly financial report.

**Section 6.** Upon the dissolution of the organization, any remaining funds should be used to pay any outstanding bills and, with the membership’s approval, spent for the benefit of OLB.

**Section 7.** The fiscal year shall coordinate with the school year.

**Article X: AMENDMENTS**

The By-Laws may be altered, repealed, or amended by a majority of the voting members.

**Article XI: SCHOOL ORGANIZATIONAL STRUCTURE**

HASA reports to and are under the administrative supervision, management and control of the Director of OLB as depicted in the OLB organizational chart attached hereto.

I CERTIFY that the above stated By-Laws were duly enacted by the consent of the majority of the officers of the Our Lady of Bethlehem School and Childcare Home and School Association.

April Bush  
*President*  
*Home and School Association of*  
*Our Lady of Bethlehem School and Childcare*

September 13, 2011  
*Date*

Approved and accepted by the OLB Board of Trustees on September 13, 2011.