

**BY-LAWS
OUR LADY OF PEACE SCHOOL ADVISORY COUNCIL**

ARTICLE I

OFFICES

1.1 The registered office of the Our Lady of Peace School Advisory Council shall be at the Church Rectory, Our Lady of Peace Parish, 111 South Street, New Providence, New Jersey, 07974. The name of the agent at such address shall be Monsignor Sean Cunneen, Pastor.

ARTICLE II

OUR LADY OF PEACE SCHOOL ADVISORY COUNCIL

MEMBERS

2.1 The members of the Our Lady of Peace School Advisory Council, as such, shall consist of not less than nine (9) nor more than twelve (12) members. Council members shall initially be appointed by the Pastor and thereafter, in accordance with the Constitution and these By-Laws, selected by the pastor from a roster developed by the Council's Nominating Committee. The Pastor, Principal and President of the Home and School Association are ex-officio, non-voting members of the School Advisory Council.

2.2 Members of the Our Lady of Peace School Advisory Council will serve for a term of three (3) years with the possibility of reappointment. In the initial year one-

third of the Council will serve a one-year term; one-third will serve a two-year term; and one-third will serve a three-year term, such that one-third of the membership of the Council will be appointed each year.

2.3 Initial Advisory Council members shall serve from the effective date of these By-Laws.

2.4 The Nominating Committee shall prepare a list ("Active Roster") of prospective Council Members on or before the April Advisory Council meeting. The Advisory Council shall vote on approving the Active Roster at its annual meeting in May. The Pastor will then appoint new members for the Active Roster no later than July 1.

2.5 Any Advisory Council Member vacancy, however created, can be filled by appointment by the Pastor from the Nomination Committee's Active Roster. Such Advisory Committee member shall hold office until the next succeeding annual meeting and until a successor is nominated, approved and appointed.

ARTICLE III

OFFICERS & EXECUTIVE COMMITTEE BOARD MEMBERS

3.1. (a) Officers of the School Advisory Council shall be elected at the first meeting of the Advisory Council and thereafter annually at the May meeting of the School Advisory Council, also known as the Annual Meeting. Officers shall hold office until the next annual election and thereafter until their successors are elected. Election

shall be by majority of the members present at the Annual Meeting. The elected positions shall be President, Vice-President, and Secretary.

(b) The President shall act as the Chairperson of the Advisory Council and of the Executive Committee and shall be Executive Head of the Advisory Council in that he/she shall appoint all Advisory Committees beyond the Standing Committees in consultation with the Pastor and Principal of the school; shall be responsible with the Principal and Pastor for the Agenda of Advisory meetings and shall perform all duties of the Office of President.

(c) The Vice President, in the absence of, or at the request of the President, shall perform the duties and exercise the functions of the President, and when so acting, shall have the power of the President and shall perform such other duties as may be delegated by the President.

(d) The Secretary shall conduct a roll call at the beginning of all Advisory meetings, maintain records of attendance, keep accurate minutes of all regular Advisory meetings, executive sessions and executive committee meetings, record all votes of the Advisory Council and shall perform such other duties as delegated by the President.

(e) No two or more Executive Offices may be held by the same person; and no officer shall execute, acknowledge or verify any instrument in more than one capacity if the instrument is required by law or by these By-Laws to be executed, acknowledged or verified by two or more officers.

3.2. The activities of The Our Lady of Peace School Advisory Council shall be managed by its Executive Committee Council Members. The Executive Committee shall consist of the President, Vice President and Secretary. The Principal and Pastor shall be ex-officio members of the Executive Committee.

3.3. (a) At the first meeting and thereafter annually, Advisory Council members shall elect a President, Vice President and Secretary to hold office until the next annual meeting. Each officer shall hold office until his/her successor is elected.

(b) Election of officers need not be by ballot unless, before the voting begins, an Executive Officer requests election by ballot.

3.4. (a) Any officer elected or appointed by the Advisory Council may be removed with or without cause by the Advisory Council. Election or appointment of an officer shall not of itself create contract rights.

(b) An officer may resign by written notice to the Council. The resignation shall be effective upon receipt thereof by the Council or at a subsequent time as shall be specified in the notice of resignation.

(c) Any vacancy occurring among the officers, however caused, shall be filled by Council Members in accordance with these By-Laws for Council Members.

ARTICLE IV

MEMBER NOMINATIONS, APPOINTMENTS, AND TENURE

4.1. At its first meeting and thereafter annually at its annual meetings, the Advisory Council shall appoint three (3) Advisory Council members to a Nominating Committee.

4.2. (a) The Nominating Committee shall identify and prepare a list of prospective Advisory Council members who meet the qualifications outlined in items (b)-(f) below. Any prospective member identified by the Nominating Committee will remain on an active roster for potential appointment for a period of one year.

(b) Meet the eligibility criteria stated in Article V, Section 4 and Section 5 of the School Advisory Council Constitution;

(c) Have an interest in and commitment to the educational philosophy and mission of Our Lady of Peace School;

(d) Be available to attend meetings, in-service programs and to participate in committee work;

(e) Maintain a high level of integrity and confidentiality;

(f) Be capable of dealing with issues objectively and make decisions which are in the best interest of the entire School Community;

(g) Be a credible witness to the values of the Catholic Faith, to the School Community and beyond.

4.3. The members of the School Advisory Council shall be appointed by the Pastor from a Nominating Committee roster which will first have been approved by the Advisory Council at its annual meeting, or at an Advisory Council special or regular meeting. Nominations of new members by the Nominating Committee shall take place

before the April Advisory Council meeting and appointments shall be made by the pastor no later than July 1.

4.4. (a) Any member of the Advisory Council, other than an ex-officio member, who is absent from two (2) unexcused consecutive regular meetings or a total of four (4) unexcused regular meetings in the course of one year shall be recommended for removal from the Council.

(b) The Secretary of the Council with the concurrence of the Executive Committee may grant excused absences to Council members.

(c) A two-thirds affirmative vote by Advisory Council members in attendance at a regular or special meeting must concur with the Executive Committee recommendation for removal. Final approval by the Pastor is necessary for removal.

ARTICLE V

QUORUM

5.1. (a) A majority of the entire Council shall constitute a quorum for the transaction of business, unless these By-Laws provide that a greater or lesser number constitutes a quorum.

(b) The act of the majority present at a meeting at which a quorum is present shall be the act of the Council, unless the act of a greater number is required by the Constitution or these By-Laws.

(c) Any action required to be authorized by a vote of the Members greater than a majority shall be rescinded or modified only by a like vote.

ARTICLE VI

COMMITTEES

6.1 (a) The Executive Committee (a Standing Committee) of the School Advisory Council shall consist of the President, Vice President, and Secretary. The Principal and the Pastor shall be ex – officio members of the Executive Committee.

(b) The Executive Committee meets regularly to plan the Agenda for the regular Council meetings. The Agenda and written Committee Reports should be available to the Executive Committee in order to monitor the activities of the Standing Committees. The Executive Committee shall also communicate to the members of the full Council the reports of the Standing Committee.

6.2 (a) The Finance Committee (a Standing Committee) shall consist of the Pastor, the Principal, a representative from the Parish Finance Committee and the President of the School Advisory Council. At the discretion of the President and with the approval of the Pastor additional members may be added based on need.

(b) The Finance Committee, working closely with the Principal, is concerned with the financial aspects of the budgetary process. The Finance Committee makes appropriate recommendations regarding the School’s budget, polices for financial management, financial aid system, and management of the School’s operating and capital funds.

6.3. The Nominating Committee (a Standing Committee) solicits nominees for the Advisory Council membership, and makes a list (Active Roster) of potential members. After approved by the Advisory Council, the Pastor appoints new members from the Active Roster. This committee also presents a slate of officer candidates for election by the Advisory Council at its Annual Meeting.

6.4 The Development Committee is responsible for long-range planning including enrollment projections, recruitment and retention, plant facilities, and the creation of an endowment fund.

6.5. The Public Relations Committee is responsible for insuring that the local school community and the community at large are informed about the philosophy and goals of the School. In conjunction with the Principal, this committee ensures that a positive image is maintained in the community. The School's Marketing Committee, if any, may function as part of this committee.

6.6 The Building and Grounds Committee. The function of this committee is to assist in developing and monitoring a maintenance and improvement plan for the School's building and grounds. All recommendations shall be coordinated with the Parish Pastoral Council, Finance Council and Pastor.

6.7. (a) The Executive Committee of the Council makes recommendations of Committee members. Any other member may also make such a recommendation.

(b) The Advisory Council, by resolution adopted by a majority of the entire Council,

1. Appoints Committee members;

2. Fills vacancies on any committee;
3. Appoints one or more Members to serve as alternate members of any committee, to act in the absence or disability of members of any committee with all the powers of the absent or disabled members;
4. May recommend to the Pastor abolishing, limiting or suspending a committee's activities ; and
5. May recommend to the Pastor the removal or reassignment of any Member on a committee at any time.

ARTICLE VII

ADVISORY COUNCIL MEETINGS

7.1. (a) The regular meeting held in the month of May in each year shall be designated the Annual Meeting for the purpose of electing officers, approving the Nominating Committee's Active Roster, appointing Committee members and performing such other business as may be appropriate.

(b) The Advisory Council shall establish a regular meeting schedule at its annual meeting or other time and shall meet regularly at times and places specified therein. Special meetings may be called by the President as needed, or by a majority of the members of the Council. Standing Committees meet as needed.

(c) Notice of the place, day and hour of all meetings must be sent to each member and published in the Parish not less than five (5) days prior to the time of the meeting.

(d) All meetings of the School Advisory Council are to be open meetings unless designated as Executive Sessions. Recommendations made in Executive Sessions must be presented and voted upon at open sessions.

(e) The Advisory Council will go into Executive Session whenever the issues involve personnel, legal or other confidential matters.

(f) Actions taken at a committee meeting shall be reported to the Council at its next meeting following the committee meeting; except that, when the meeting of the Council is held within two (2) days after the committee meeting, the report shall, if not made at the first meeting, be made to the Council at its second meeting following the committee meeting.

7.2 The right of non-Council members to address the Advisory Council shall be limited to those whose petition has been pre- approved for the Agenda by the President or the Principal in consultation with the Pastor and President in advance of the meeting.

7.3 The Secretary's written record of all votes of the School Advisory Council, as well as the Minutes of all open regular meetings, Executive Sessions and Executive Committee Meetings, shall be preserved in the archives.

7.4. Any or all Members may participate in a meeting of the Council or a committee of the Council by means of conference telephone or any means of

communication by which all persons participating in the meeting are able to hear each other, subject to the ability of Our Lady of Peace School and Parish to conduct conference calls. Any member participating in such manner shall be deemed present at the meeting.

7.5. A Member who is present at a meeting of the Council, or at any committee meeting at which action on any matter is taken, shall be presumed to have concurred in the action taken unless the Member objects, which objection shall be entered in the minutes of the meeting, or unless the member has recused himself/herself prior to the vote, which shall also be recorded in the minutes of the meeting. A Member who is absent from a meeting of the Council, or any committee meeting, at which any action is taken shall be presumed to have concurred in the action unless the Member shall file a written dissent with the Secretary of the Council within a reasonable time after learning of the action.

ARTICLE VIII

BOOKS AND RECORDS

8.1. The Council shall keep books and records of minutes of the proceedings of its Council and Executive Committee at Our Lady of Peace Church Rectory.

ARTICLE XI

MISCELLANEOUS PROVISIONS

9.1. The fiscal year of the Council shall correspond with the fiscal year of Our Lady of Peace School.

ARTICLE X

AMENDMENTS

10.1. The Council shall have the power to recommend, alter or repeal By-Laws at any regular or special meeting duly convened after notice of the purpose. The vote is one more than a majority at any regular meeting at which a quorum is present. All changes recommended shall be subject to review by the Pastor and the Archdiocese of Newark prior to enactment.

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