

**THE BISHOP HOFFMAN CATHOLIC SCHOOL
FREMONT, OHIO**

STATUTES

Article I

Name, Purpose and Location of the School

The Bishop Hoffman Catholic School is located in Fremont, Ohio and operates within the State of Ohio as a non-profit, tax-exempt implied trust at law. The School shall have as its primary purpose the spiritual, moral and intellectual formation of students according to the teachings of Jesus Christ as these are known and lived in the Roman Catholic Church. As a school within the Diocese of Toledo, the School shall operate according to the teachings, laws, and policies of the Roman Catholic Church as set forth by the Bishop of Toledo.

The Bishop Hoffman Catholic School is comprised of three campuses: the Sacred Heart Campus, with preschool through grade 3; The Saint Joseph Campus, with grades 4 through 8; and St. Joseph Central Catholic High School with grades 9 through 12. The School operates with the support and participation of the Sacred Heart, Saint Ann's, and Saint Joseph's parishes, all located in and around Fremont, Ohio.

Article II

Diocesan Authority and Governance

II-1 Delegation of Authority to the Bishop Hoffman Catholic School Board of Directors. The Bishop of Toledo delegates the authority to operate Bishop Hoffman Catholic School to the Bishop Hoffman Catholic School Board of Directors, subject to the policies and procedures of the Diocese of Toledo. The Bishop's immediate representative for the Bishop Hoffman Catholic School will be its Board of Directors in concert with the Fremont Pastors (Sacred Heart's, St. Ann's, and St. Joseph's) in compliance with Canon Law.

II-2 Diocesan Reserved Powers

The Bishop of Toledo shall retain the following "reserved powers" together with those powers which reside solely with the Bishop and the Diocese of Toledo pursuant to canonical requirements:

- 1 Approve any acquisition, sale, lease or encumbrance of property
- 2 Approve significant changes within the nature of a school
- 3 Approve any changes to charter or statutes
- 4 Approve any matter under the Administrative and Financial Policies of the Diocese of Toledo found in the Diocesan Pastoral Policy Handbook
- 5 Approve any merger or dissolution of The Bishop Hoffman Catholic School and designate transfer of assets in the event of dissolution
- 6 Dissolve the Board of Trustees

II-3 Delegate to Board by Bishop

The Bishop of Toledo shall name a delegate to the Board. The delegate will not be a member of the

Board. However, the delegate shall be informed of all meetings, activities, and decisions of the Board on a regular and timely basis. The delegate shall attend a Board meeting at least once annually.

Article III

Duties and Functions of the Board

- 1 Ensure the financial viability of the school through the support and participation of the local and surrounding parishes
- 2 Ensure quality programming for all students including the areas of religious education, secular academic subjects, and co-curricular activities
- 3 Oversee the general policies and operations of The Bishop Hoffman Catholic School system.
- 4 Develop and approve any changes to the mission and vision statements for The Bishop Hoffman Catholic School system in collaboration with the Fremont Pastors with the approval of the Bishop of Toledo.
- 5 Develop and approve The Bishop Hoffman Catholic School's objectives in light of the mission statement
- 6 Determine policies that shall guide the Principal and administrative staff in furthering The Bishop Hoffman Catholic School's objectives
- 7 Promote The Bishop Hoffman Catholic School system in the community
- 8 Review the applicability of regulatory and accrediting agency requirements to The Bishop Hoffman Catholic School system and how they are to be implemented
- 9 Review and approve the annual budget, and monitor budget reports at regular intervals throughout the scholastic year
- 10 Establish tuition rates and fees
- 11 Approve and monitor all general fiscal matters including capital expenditures and campaigns and extraordinary expense items
- 12 Approve physical plant improvements
- 13 Review, approve and disseminate annual diocesan financial and other state reports in a timely fashion , as required
- 14 Make a written report annually to the Bishop of Toledo concerning the state of The Bishop Hoffman Catholic School
- 15 Evaluate annually the Superintendent, while the Superintendent is responsible for evaluating the other employees of the institution either personally or by delegating said responsibility to the principals of the respective campuses or buildings.
- 16 Evaluate the Board's activities annually

Article IV

Composition of the Board

The Board of Directors of The Bishop Hoffman Catholic School is composed of the pastors of the Fremont parishes, who shall be permanent members, and nine other members. The three parishes shall have equal representation. The nine other members shall be filled by election and appointment. Each parish shall hold an election to fill one board position representing it on the board. Elected members shall have three year terms. The remaining six board members shall be

filled by appointment. Each Pastor will appoint two members to represent his Parish or parishes on the board. The initial term shall be two years. Three appointed members of the board shall serve an additional term of two years. Three will serve an additional three years. The Superintendent and the principals of the respective grade and high schools are ex-officio, non-voting member of the Board.

The Board may appoint committee members and committee chairpersons who are not on the Board of Directors. These individuals shall have expertise through their trade or by education and experience in the areas needed as determined by the Board.

Three Board members will have the potential of rotating off each year. Incoming Board members will fill a three-year term. Board members shall be limited to serving two (2) consecutive three-year terms. In the event that a seat on the Board becomes vacant for any reason, the vacancy may be filled for the unexpired term by the Pastor of the parish from which the vacancy occurs.

Board members will be selected with consideration to the areas of expertise needed within the Board at that time and with the goal to be representative of the participating parish and school constituencies. A Board member cannot be an employee of the Bishop Hoffman Catholic School except for the ex-officio members or a parish pastor.

All board members shall serve on at least one standing committee.

The Board will serve without compensation. Board members are subject to the approval of the Bishop.

A Board member may submit his/her resignation in writing at any time to the Board Chair.

Article V

Removal from the Board

Any appointed member of the Board who is absent from one-third of the regular meetings unless excused by action of the Board, ceases to be a member. A member whose removal is imminent after the second unexcused absence must be notified in writing at least fifteen days before such an action is to take place.

A member of the Board of Directors may be removed at the discretion of a two-thirds majority of the Board for failure to meet the responsibilities of a Director, actions or positions that are contrary to the teachings of the Church or the goals and purpose of The Bishop Hoffman Catholic School, or for other reasons determined to be detrimental to the furtherance of the mission of the School.

Article VI

Duties of the Campus Principals of The Bishop Hoffman Catholic School

Please see the current job descriptions attached as Exhibit A.

Article VII

Officers of the Board of Directors

The officers of the Board shall be the Chair and Vice Chair, each of whom shall be nominated by the Board members from the sitting Board of Trustees who are currently voting members. The Chair and Vice Chair of the Board shall be voted upon every two years at the first meeting of the school year.

The Chair shall preside at all regular and special meetings of the Board. The Chair shall be responsible for the creation of any special committees of the Board. For the initial two years of the Board, the Chair shall be a voting member. For all subsequent terms of the Board, the Chair shall be a non-voting member except in the event of a tie.

The Vice Chair shall perform all such duties of the Chair when the Chair is absent or unable to act.

The Board shall have a recording secretary who maintains the minutes, records, and correspondence of the Board of Directors. The recording secretary need not be a member of the Board of Directors, but will be bound by the same rules of confidentiality as apply to members of the Board.

Article VIII

Meetings of the Board

The Board shall meet monthly at dates and times established by the Chair with the consensus of the Board, unless there is no business to be conducted by the Board. Special meetings may be called by the Chair or in his/her absence, the Vice Chair, the Executive Committee, or by a call of two-thirds of the Board of Directors.

A simple majority of the voting Directors of the Board shall constitute a quorum for the transaction of business at any meeting.

Written notice or e-mail notice, of the hour, place and date of every meeting shall be sent to each member by the recording secretary prior to the date of the meeting. Board members are requested to respond to e-mail notice to verify that the information was received. Unless for the purpose of a special meeting, the agenda and necessary documents for review shall be submitted to the members of the Board no less than five days prior to the meeting. The exception for this will be by a vote of the Board to place an item on the agenda for review, consideration or action that has not been previously submitted.

Written vote of the voting Directors may be taken under emergency circumstances between meetings. Proxy votes are not permitted at any meeting or between meetings. Voting at regular and special meetings may be taken by voice vote. In the event of a question of the majority, a roll call or hand vote will be taken.

The order of business of regular and special meetings shall be determined by the Executive Committee of the Board.

Regular and special meetings of the Board shall be conducted in accordance with the current edition of Roberts' Rules of Order.

At a regular meeting of the Board, parishioners or school parents may submit a prior request to the Chair or Vice Chair to address the Board regarding a specific topic. These individuals will be placed at the beginning of the agenda following the prayer and excused following the conclusion of their presentation and any questions by the Board. If their request is approved, the parishioners or school parents wishing to address the board will be granted three minutes each to speak. The Board may at it's discretion, extend the allotment of time.

Annually there will be one public meeting of the Board for the purpose of sharing an annual report of the status of The Bishop Hoffman Catholic School.

Article IX Standing Committees of the Board

IX-1 Executive Committee

The Executive Committee shall be composed of the Chair and Vice Chair of the Board and at least one of the Fremont Pastors.

The Executive Committee shall prepare the agenda for the Board meetings and shall transact all necessary business of the Board of Directors during the interval between the regular meetings of the Board, except that it may not fill Board vacancies or take any action which is in any way contrary to the express policies of the Board of Directors.

Minutes of Executive Committee meetings are to be maintained. Actions of the Executive Committee shall be recorded and must be ratified by the Board of Directors at its next meeting to be valid.

The Executive Committee may formulate policy for presentation to the Board of Directors for review. The Board may approve or disapprove any such policy recommendations.

IX-2 Finance Committee

This standing committee with the assistance of the Business Manager and Principals shall offer counsel, assistance and direction to the Board regarding the financial life of the Schools. It will offer guidance concerning the annual budget and see to it's preparation.. Once the budget has been approved by the Board, this committee shall see to its subsequent review and present any necessary revisions. This committee shall be chaired by an individual with expertise in this area.

IX-3 Physical Facilities Committee

This standing committee shall oversee the stewardship of The Bishop Hoffman Catholic School facilities and grounds. It will offer guidance and, subject to confirmation by the Board, will

oversee the continuing renovation and upgrading of facilities to serve The Bishop Hoffman Catholic School system. All financial matters regarding the work of this committee shall be submitted to the Finance Committee for review and approval and subsequently presented to the Board for final authorization and allocation. This committee shall be chaired by an individual with expertise in this area.

IX-4 Marketing and Development

The Development and Marketing Committee, in conjunction with the Pastors of the sponsoring parishes is to assist the Principal by: keeping the Board focused on the proper role and function of development at the School; informing the Board of plans and activities of the Committee; providing assistance, support and active leadership to the development efforts; assisting the Development Director and the Principal in such areas as public relations, student recruitment, annual fund, capital projects, etc. Those marketing and development activities and material requiring The Bishop Hoffman Catholic School funds will be submitted to the Finance Committee for review and approval and subsequently submitted to the Board for final authorization and allocation.

IX-5 Catholic Identity

The Pastors of the sponsoring parishes will have the primary responsibility for guiding the Schools in matters of religious education, sacramental preparation, and liturgical programs. This standing committee will assist them in the development, implementation and continuation of a Catholic Identity program across the School continuum. This committee will present a continuously updated plan and progress report of activities to promote and adhere to Catholic doctrine, discipline, and values throughout the Schools and to promote and maintain ties to the parishes for celebration of the sacraments. All financial matters regarding the work of this committee shall be submitted to the Finance Committee for review and approval and subsequently presented to the Board for final authorization and allocation. This committee shall have a priest as one of its members.

IX-6 Nominating

This standing committee shall oversee the presentation of a slate of candidates for selection to the Board. This committee shall solicit nominations from the parishes, school parents and persons with the areas of specialization needed by the Board for the vacancies upcoming within the current year or those arising from a resignation or other Board departure for an unexpired term. The nominating committee shall be comprised of one governing Board member and equal representation from each member parish. This committee is charged with the development of a nomination process which conforms with the Bishop Hoffman Catholic School's strategic mission and vision. This process will be submitted to the Board for approval.

IX-7 Membership on Standing Committees

All standing committees shall have at least one member from the current Board of Directors as a voting member, with the exception of the Nominating Committee which shall have only one

member from the current Board of Directors. Employees of the participating parishes or The Bishop Hoffman Catholic School system are not eligible to serve as Chair of the standing or special committees.

Article X
Special Committees

Special committees of the Board will be necessary from time to time in order to meet specific needs. These committees shall have a purpose and timeline for completion of their work. The committee charge, Chair and membership shall be approved by a simple majority of the Board.

Article XI
Admission of Students

Non-Discrimination: The Bishop Hoffman Catholic School will admit students of any race, color, nationality, ethnic origin or sex. Children of all religious faiths are eligible for admission provided that they participate in the religion program and religious services and respect the Catholic identity of the school.

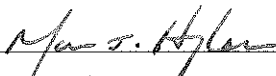
Article XII
Amendments

Proposed amendments shall be submitted in writing to the Board at any regular or special meeting. Upon approval by a two thirds (2/3) majority of the Board, amendments will be presented to the Bishop of Toledo or his delegate for confirmation.

GIVEN UNDER MY HAND AND SEAL, the above Statutes for the Board of Directors of The Bishop Hoffman Catholic School at Fremont, Ohio are hereby approved, established and promulgated on this 10th day of October, in the year Two Thousand Eleven at the Chancery of the Diocese of Toledo.



The Most Reverend Leonard P. Blair, STD
Bishop of Toledo



The Reverend Monté J. Hoyles, JCL
Chancellor