

CODE OF REGULATIONS
of
THE BOARD OF TRUSTEES
of
TUSCARAWAS CENTRAL
CATHOLIC JR. HIGH/SR. HIGH SCHOOL
and
TUSCARAWAS CENTRAL
CATHOLIC ELEMENTARY SCHOOL
and
IMMACULATE CONCEPTION
ELEMENTARY SCHOOL

ARTICLE 1

Purposes

- As set forth herein, the Bishop of the Roman Catholic Diocese of Columbus, Ohio, the Superintendent of Schools for the Roman Catholic Diocese of Columbus, Ohio, and the Pastors of St. Joseph Parish, Sacred Heart Parish, Holy Trinity Parish and Immaculate Conception Parish hereby create the Board of Trustees (hereinafter sometimes referred to as the Board) of Tuscarawas Central Catholic Jr. High/Sr. High School, Tuscarawas Central Catholic Elementary school and Immaculate Conception School (hereinafter referred to as school or schools, as the case may be) and empower the Board with specified jurisdiction and authority for the following purposes:
 - Ensuring the continuation and affordability of authentically Catholic and academically challenging education for the parishioners of St. Joseph Parish, Sacred Heart Parish, Holy Trinity Parish, Immaculate Conception Parish and all others interested in Catholic education in the vicinity of Tuscarawas County, Ohio;
 - Acting as a collaborating entity between the Roman Catholic Diocese of Columbus, Ohio, St. Joseph Parish, Sacred Heart Parish, Holy Trinity Parish, Immaculate Conception Parish, and the schools;
 - Developing, implementing, and continually updating the long-range strategic plans and policies for the schools in the following areas:
 - Enhancing Catholic identity and spiritual life;
 - Providing for prudent management of the schools' financial and physical resources;
 - Creating and maintaining a comprehensive Development and Marketing program;
 - Increasing enrollment and enriching the students' overall school experience;
 - Striving to improve all aspects of communication within the schools, between the schools and members (as defined in Article II), between the schools and the parishes, and between the schools and the Diocese;
 - Formulating local policies and strategies, in accordance with the strategic plan and subject to the approval of the Bishop of the Roman Catholic Diocese of

Columbus, Ohio, the Superintendent of the Schools for the Roman Catholic Diocese of Columbus, Ohio, and the Pastors of S. Joseph Parish, Sacred Heart Parish, Holy Trinity Parish, and Immaculate Conception Parish, that are conveyed to the Principals of the schools;

- Use the Diocese of Columbus Board of Trustees Feedback instrument to measure the performance of the Principals in connection with local policies and strategies related to the strategic plan and formulated by the Board of Trustees and conveyed to the Principals (items VII & VIII);
- Use the Diocese of Columbus Board of Trustees Feedback instrument to rate the Principals on the six national standards (items I - VI) for administrative effectiveness;
- Participating in the hiring and evaluation of the Principal of Tuscarawas Central Catholic Jr. High/Sr. High School;
- Participating in the hiring and evaluation of the Principal of Tuscarawas Central Catholic Elementary School;
- Participating in the hiring and evaluation of the Principal of Immaculate Conception Elementary School;
- Formulating budgets for the fiscally prudent operation of the schools; setting tuition rates, personnel salaries and benefits; monitoring the overall financial condition of all three schools.

ARTICLE II Members

Section 1. Members

Members shall be individuals who are registered members (of legal voting age) of St. Joseph Parish in Dover, Ohio, Sacred Heart Parish in New Philadelphia, Ohio, Holy Trinity Parish in Zoar, Ohio, and Immaculate Conception in Dennison, Ohio, and any person who is the parent or legal guardian of a student attending Tuscarawas Central Catholic Jr. High/Sr. High School, Tuscarawas Central Catholic Elementary School, and Immaculate Conception School.

Section 2. Annual Meeting

The annual meeting of the Members shall be held for the purpose of electing Trustees and for the consideration of reports to be presented at the meeting. The first annual meeting for the purpose of electing the initial Board of Trustees shall be held at time and place in 2016 as determined by the Bishop of the Roman Catholic Diocese of Columbus, Ohio, the Superintendent of Schools for the Roman Catholic Diocese of Columbus, Ohio, and the Pastors of St. Joseph Parish, Sacred Heart Parish, Holy Trinity Parish, and Immaculate Conception Parish. Thereafter, the annual meeting shall be held at such a place as the Board of Trustees or the President delegate, but no later than October 31 of each year, beginning with the calendar year 2017.

Section 3. Notice of Meetings

Written notice of the annual meeting of Members shall state the time, place, and purposes thereof and shall be given by the President or the Secretary to each Member entitled to notice of such meeting by publication in the school newsletters and the Church bulletins of St. Joseph Parish, Sacred Heart Parish, Holy Trinity Parish, and Immaculate Conception Parish by mailing such notice at least seven (7) but no more than thirty days before the date fixed for such meeting to each Member so entitled to notice of such meeting. If such notice is mailed, it shall be addressed to the Member at his or her address as the same appears upon the records of the parishes or schools. All costs incurred under Section 3 shall be shared equally by the schools.

Section 4. Quorum

At the meeting of Members, there shall be present (in person) in order to constitute a quorum, at least (50) Members. The majority of Members present in person at any meeting of Members shall constitute a quorum for the purpose of adjourning the meeting from time to time without notice other than announcement at such meeting, until a quorum competent to act on any matter or proposed is present, and at any such adjourned meeting there may be transacted any business which might have been transacted at the meeting as originally notified.

Section 5. Voting

At any meeting of Members, each person who is a Member shall be entitled to one vote on each matter properly submitted to the Members for their vote, consent, release or other action. At any meeting of the Members at which a quorum is present, all questions coming before the Members for decision shall be decided by a vote of a majority of Members present at the meeting.

Section 6. Order of Business

At all Members' meetings, after the ascertainment of the number of Members present in person, the business to be conducted at said meeting shall be considered in such order as the President or a majority of the members deem advisable and expedient.

ARTICLE III Trustees

Section 1. General Powers

The elected and ex-officio members (as defined in Section 2 of this Article III) of this Board of Trustees recognize that ultimate authority over and responsibility for the schools is vested in the Bishop of the Roman Catholic Diocese of Columbus, Ohio and, to the extent such authority and responsibility has been delegated by the Bishop to them, in the Superintendent of Schools for the Roman Catholic Diocese of Columbus, Ohio for

Tuscarawas Jr. High/Sr. High School and in the Pastors of St. Joseph Parish, Sacred Heart Parish, Holy Trinity Parish, and Immaculate Parish for Tuscarawas Central Catholic Elementary School.

Therefore, all of the authority of this Board shall be exercised by the Trustees, only as delegated to this Board by the Bishop of the Roman Catholic Diocese of Columbus, Ohio, the Superintendent of the Schools for the Roman Catholic Diocese of Columbus, Ohio, the Pastors of St. Joseph Parish, Sacred Heart Parish, Holy Trinity Parish, Immaculate Conception Parish as set forth in Article I (or as otherwise evidenced by a written resolution).

The Board will only enact policies, procedures, and practices that are in conformity with, and do not supersede, the established laws, rules, and regulations of the State of Ohio and the policies and procedures for the operation of Catholic Schools, as published by the Office of Catholic Schools, as published by the Office of Catholic Schools and/or the Finance Office of the Roman Catholic Diocese of Columbus, Ohio.

This Board shall have no authority over issues involving the teachings of the Roman Catholic Church or basic Catholic principles in connection with oversight and management of the Schools. Authority for these matters shall be exercised exclusively by the Bishop of the Roman Catholic Diocese of Columbus, Ohio and the Pastors of St. Joseph Parish, Sacred Heart Parish, Holy Trinity Parish, and Immaculate Conception Parish.

In addition, this Board shall have no authority over personnel issues other than participation in the hiring and evaluation of the Principal of Tuscarawas Central Catholic Elementary School and participation in the hiring and evaluation of the Principal of Tuscarawas Central Catholic Jr. High/Sr. High School. Final authority over the hiring of the Principal of Tuscarawas Central Elementary School shall be exercised by the Pastors of St. Joseph Parish, Sacred Heart Parish, Holy Trinity Parish, Immaculate Conception Parish. Final authority over hiring of the Principal of Tuscarawas Central Jr. High/Sr. High School shall be exercised by the Superintendent of Schools of the Roman Catholic Diocese of Columbus, Ohio, as approved by the Bishop of the Roman Catholic Diocese of Columbus, Ohio.

Authority over all other personnel issues shall be exercised exclusively by the Principals of the schools as follows:

1. The Principal of Tuscarawas Central Catholic Elementary School will consult with the Pastors of St. Joseph Parish, Dover, Ohio, Sacred Heart Parish, New Philadelphia, Ohio, and Holy Trinity Parish, Zoar, Ohio and final authority for all personnel issues at Tuscarawas Central Catholic Elementary School shall be exercised by the Pastors of St. Joseph Parish, Dover, Ohio, Sacred Heart Parish, New Philadelphia, Ohio, and Holy Trinity Parish, Zoar, Ohio.
2. The Principal of Immaculate Conception Elementary School will consult with the Pastor of Immaculate Conception Parish, Dennison, Ohio.

3. The Principal of Tuscarawas Central Jr. High/Sr. High School will consult with (when he or she deems necessary) the Pastors of St. Joseph Parish, Sacred Heart Parish, Holy Trinity Parish, and Immaculate Conception Parish, the Superintendent of Schools for the Roman Catholic Diocese of Columbus, Ohio, and the Bishop of the Roman Catholic Diocese of Columbus, Ohio. Final authority for all personnel issues at Tuscarawas Central Catholic Jr. High/Sr. High School shall be exercised by the Superintendent of Schools for the Roman Catholic Diocese of Columbus, Ohio, as approved by the Bishop of the Roman Catholic Diocese of Columbus, Ohio.
4. Each Principal's authority for personnel matters shall extend only to those persons employed by his or her school.

Furthermore, unless granted specific authority as set forth in Article I (or as otherwise evidenced by a written resolution) to do so by the Bishop of the Roman Catholic Diocese of Columbus, Ohio, the Superintendent of the Schools for the Roman Catholic Diocese of Columbus, Ohio, the Pastors of St. Joseph Parish, Sacred Heart Parish, Holy Trinity Parish, Immaculate Conception, the elected members of this Board of Trustees: 1.) may not officially represent either school in any matter, 2.) may not legally bind this board or either school, and 3.) may not make any decision or enact any policy regarding the academic curriculum of either school.

A Trustee shall perform his or her duties as a Trustee in good faith, in a manner he or she reasonably believes to be in the best interests of both schools, and with care that an ordinarily prudent person in a like position would use under similar circumstances.

In performing his or her duties, a Trustee, when acting in good faith, is entitled to rely on information, opinions, reports, or statements or other financial data that are prepared or presented by (a) one or more Trustees, Officers, or employees of the school whom the Trustee reasonably believes are reliable and competent in the matters prepared or presented; (b) legal counsel, accountants, or other persons as to matters that the Trustee reasonably believes are within the person's professional or expert competency; or (c) a committee of the Trustees upon which he or she does not serve, duly established in accordance with Sections 13 and 14 of this Article III, as to matters thin its designated authority, which committee the Trustee reasonably believes to merit confidence.

Section 2. Number

This Board shall consist of the following Trustees:

1. The Bishop of the Roman Catholic Diocese of the Columbus, Ohio or his designee;
2. The Superintendent of Schools for the Roman Catholic Diocese of Columbus, Ohio or his or her designee;
3. The Pastor of St. Joseph's Parish, Dover, Ohio;
4. The Pastor of Sacred Heart Parish, New Philadelphia, Ohio;

5. The Pastor of Holy Trinity Parish, Zoar, Ohio;
6. The Pastor of Immaculate Conception Parish, Dennison, Ohio;
7. Each Pastor shall have one (1) vote regardless of the number of Parishes he is assigned.

The following elected Trustees:

Six (6) individuals to be elected to the Board of Trustees by the Members in accordance with this Code of Regulations and of whom:

1. All must be practicing Roman Catholics recognized as parishioners of St. Joseph Parish, Sacred Heart Parish, Holy Trinity Parish, or Immaculate Conception and all others interested in Catholic Education at Parishes in the vicinity of Tuscarawas, Ohio;
2. At least two of the six must have children enrolled at Tuscarawas Central Catholic Elementary School;
3. At least two of the six must have children enrolled at Immaculate Conception School;
4. At least two of the six must have children enrolled at Tuscarawas Central Catholic Jr. High/Sr. High School

The following shall participate in Board meetings for the purposes of providing the Board with reports on the activities being conducted by their school organization:

The following serve as executive Officers on the Board:

1. The Principal of Tuscarawas Central Catholic Elementary School
2. The Principal of Immaculate Conception School
3. The Principal of Tuscarawas Central Catholic Jr. High/Sr. High School
4. The following shall attend regularly:
5. The Director of Development (or its successor) or his or her designee
6. The Director of Athletics (or its successor) or his or her designee
7. The President of the Home & School Association of Tuscarawas Central Catholic Elementary School or his or her designee
8. The President of Parents Teacher Association (PTA) of Immaculate Conception school or his or her designee
9. The Presidents of the Saints and Boosters Clubs of Tuscarawas Central Catholic High School or their designees

No paid employees (full-time or part-time) of the schools may serve as an elected Trustee of the Board. In addition, no spouse of paid employees (full-time or part-time) of the schools may serve as an elected Trustee of the Board.

Section 3. Nomination and Election

The non-standing/non-ex-officio members of the Board of Trustees shall be elected at the annual meeting of Members. Only person nominated as candidates shall be

eligible for election. At all elections of Trustees, the candidates receiving the greatest number of votes shall be elected.

Not less than 45 days prior to the annual meeting of the Members each year, the Nominating committee of the Board of Trustees shall provide written notice to all Members, which notice shall request the Members to submit to the Nominating Committee the names of nominees for the office of Trustee. Not later than 30 days after the publication of such notice, the Nominating Committee shall compile a slate of nominees, as contemplated by Section 13 of this Article III, for the office of Trustee and submit the list of the nominees to the Bishop of the Roman Catholic Diocese of Columbus, Ohio and the Columbus Diocesan School Superintendent. Within 7 days after receiving the slate of nominees, the Bishop will submit to the Nominating Committee his written approval or disapproval of each of the candidates listed on the slate of nominees.

If, for any reason, the Nominating Committee fails to submit a list of nominees to the Bishop as required herein, the Bishop shall select the nominees himself.

Section 4. Term

The six (6) elected members of the Board of Trustees shall be classed with respect to the time which they shall severally hold office by dividing them into three (3) classes (Class One, Class Two, Class Three), with each class consisting of two (2) Trustees. The initial Class One Trustees shall hold office for a term of one (1) year; the initial Class Two Trustees shall hold office for a term of two (2) years; and the initial Class Three Trustees shall hold office for a term of three (3) years. At each annual election thereafter, the successors to the Class of Trustees whose terms expire in that year shall be elected to hold office for a term (3) years so that the term of office of one class of Trustees shall expire in each year. Each Trustee elected at any annual meeting of the members shall serve until the next annual meetings of Members and until his or her successor is elected, or until his or her earlier resignation, removal from office or death. Members of the Board of Trustees are limited to no more than two (2) consecutive terms.

Section 5. Vacancies of Elected Trustees

The office of an elected Trustee shall become vacant if he or she dies or resigns, which resignation shall take effect immediately or at such other time as said Trustee resigning may specify, or by removal or forfeiture as provided for in Sections 6 and 7 of this Article III. The candidate who received the highest number of votes in the most recent election without being elected as a Trustee shall be appointed to fill a vacancy in the Board for the unexpired term. The Trustee appointed to fill a vacancy shall serve the remainder of the vacating Trustee's term and until his or her successor is elected and qualified. If the candidate appointed to fill the vacated position is unable or unwilling to serve, the person who received the next highest number of votes in the most recent election without being elected as a Trustee shall be offered the position, and so on until the position is filled. If no candidate is able or willing to fill the vacated position, a person shall be appointed by the Bishop of the Roman Catholic Diocese of Columbus, Ohio to ***fill the position based on the recommendation of the pastors.***

Section 6. Removal of Elected Trustees

Any individual elected Trustee may be removed from the Board for acts and/or behavior deemed to be detrimental to the Board's ability to accomplish its purposes.

Such removal shall be done in accordance with the consensus (as contemplated by Section 12 of this Article III) of the non-affected elected and standing Trustee and will create a vacancy that may be filled in accordance with Section 5 of this Article III.

Section 8. Regular meetings; Annual Meeting; Special Meetings

The regular meetings of this Board of Trustees shall be held as necessary, but not more than once each month, at a time and place determined by the Board. The annual meeting of the Board of Trustees shall be held immediately following the annual meeting of Members at which Trustees are elected, and no notice of the annual meeting of the Board of Trustees shall be required to be given. Special meetings of the Board of Trustees may be called from time to time by the President, the Vice President or any two Trustees. All meetings of the Board of Trustees shall be held at such places as the President or the Board of Trustees may designate from time to time and as may be specified in the notice of the meeting. Meetings of the Board of Trustees may be held through any means of communication if all persons participating can hear each other.

Section 9. Order of Meetings

The order of business of the meetings of this Board of Trustees shall be as follows:

1. Opening Prayer
2. Roll Call
3. Approval of Minutes
4. Election of Officers when necessary
5. Report of the Director Alumni & Development (or its successor)
6. Report of the President of the Booster Club Athletic Associations
7. Reports of the Home and School Association of Tuscarawas Central Catholic Elementary School and PTA of Immaculate Conception School.
8. Reading of minutes not previously read
9. Principal Report - Tuscarawas Central Catholic Jr. High/Sr. High School
10. Principal Report - Central Catholic Elementary School
11. Principal Report - Immaculate Conception Elementary School
12. Report of Officers
13. Appointment of Committee Heads when necessary
14. Reports of Committee Heads
15. Unfinished Business
16. Adjournment

The Board may change the agenda at its discretion,

Section 10. Notice of Meetings

Notice of meeting and reports of the Board of Trustees shall be distributed at least two (2) days prior to the holding of such meeting. Every such notice shall state the time and place of the meeting, but shall not be required to state the purpose thereof. Failure to give notice of any meeting to a Trustee shall be waived if (a) the Trustee files a written waiver of the meeting notice with the Secretary before or after the meeting occurs, or (b) the Trustee appears at the meeting and has not filed a protest for lack of proper notice with the Secretary prior to the commencement of the meeting. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

Section 11. Quorum

At all such meetings of the Board of Trustees a majority of the whole authorized number of standing and elected Trustees is necessary to constitute a quorum for the meeting of such Board of Trustees, except that a majority of the standing and elected Trustees in office constitutes a quorum for filling a vacancy of the Board.

Section 12. Decision Making and Dispute Resolution

All decisions made by the Board of Trustees shall reflect the consensus of the standing Trustees and the elected Trustees.

The first step in any dispute resolution shall be to work toward consensus with the Principals of Tuscarawas Central Catholic Jr. High/Sr. High School, Tuscarawas Central Catholic Elementary School and Immaculate Conception Elementary School and the Pastors of St. Joseph Parish, Sacred Heart Parish, Holy Trinity Parish and Immaculate Conception Parish, facilitated by the Roman Catholic Diocese of Columbus Office of Catholic Schools.

In the event this Board of Trustees cannot reach a decision that is acceptable to all, the Superintendent of Schools shall facilitate dialogue in an attempt to resolve the dispute.

If, after dialogue and facilitation, a decision still cannot be reached, the decision of the Bishop of the Roman Catholic Diocese of Columbus, Ohio shall be final.

Section 13. Standing Committees of the Board of Trustees

This Board of Trustees shall have five (5) standing committees: Executive Committee, Finance Committee, Nominating Committee, Fundraising Committee, and Marketing/Enrollment Committee. The Standing Committee shall serve at the pleasure of the Board of Trustees.

The Executive Committee shall consist of such number of Trustees, not fewer than four (4), as the Board of Trustees shall from time to time determine. The members of such Executive shall be selected by the members of the Board of Trustees and shall include the President, Vice President, Secretary, and Treasurer of this Board of Trustees. The Executive Committee shall serve at the pleasure of the Board of Trustees, shall act only in the intervals between meetings of the Board of Trustees, and shall be subject to the control and direction of the Board of Trustees.

The Finance Committee shall consist of at least seven (7) members. Members must include one person from St. Joseph Parish, Sacred Heart Parish, Holy Trinity Parish, and Immaculate Parish, and one from Tuscarawas Central Catholic Jr. High/Sr. High School, Tuscarawas Central Catholic Elementary School and Immaculate Conception Elementary School with at least one (1) person who is also be a member of the Board of Trustees. The Finance Committee shall have the responsibility for reviewing the overall planning of all financial matters of all three schools, including budgets, capital expenditures, ***develop a comprehensive tuition policy, develop a comprehensive tuition assistance policy***, investments, development and fundraising initiatives, and shall make recommendations to the Board of Trustees with respect thereto and also with respect to the formulation and development of the fiscal policies of the schools, subject to the approval of the Finance Trustee of the Roman Catholic Diocese of Columbus, Ohio.

The Fundraising Committee shall consist of at least four (4) members, one (1) of whom must be a member of the Board of Trustees. The Fundraising Committee shall have the responsibility of approving and coordinating all fundraising activities conducted by any and all school groups.

The Marketing/Enrollment Committee shall consist of at least four (4) members, one (1) of whom must also be a member of the Broad of Trustees. The Marketing/Enrollment Committee shall have the responsibility of marketing, branding and coordinating recruiting efforts.

The Nominating Committee shall consist of at least four (4) members, one (1) of whom must be also be a a member of the Board of Trustees. The Nominating Committee shall have the responsibility of conducting the search for and evaluation of proposals to the Board for nomination of a panel of qualified, competent, and worthy candidates, distinguished in their field of endeavor, which panel the Board of Trustees shall submit, in accordance with Section 3 of this Article III, to the Bishop of the Roman Catholic Diocese of Columbus before placing the candidates on the ballot for election at the annual meeting of Members.

Section 14. Ad Hoc and other Committees

The number of Ad Hoc committees for each year shall be decided by the President. Their functions, responsibilities, and members shall be determined by the Board of Trustees. The Ad Hoc Committees shall consist of at least one (1) member of

the Board of Trustees and such other number of members of the Board of Trustees as the Board of Trustees deems appropriate.

The President of the Board of Trustees shall appoint the chairperson of each Ad Hoc Committee who shall hold office for the duration of the project for which such Ad Hoc Committee is formed, but not to exceed one year or until a successor is appointed.

The Chairperson of each Ad Hoc Committee shall ask as many persons as he or she deems necessary (subject to approval by the Board of Trustees) to assist in carrying out the duties of the Ad Hoc Committee. Members of the Committee may be other members of the Board of Trustees, advisory consultants, or other persons who are interested in the schools.

The Board of Trustees may create such additional standing committees or Ad Hoc Committees as the Board of Trustees shall deem appropriate, with such membership, powers, and duties as may be deemed necessary or advisable in conducting the business, activities and affairs of the Boards of Trustees, and shall appoint the members thereof.

Section 15. Conflicts of Interest

No contract, action, or transaction shall be voided or voidable with respect to the schools because the contract, action, or transaction is between or affects either or both of the schools and one or more Trustees or Officers, or is between or affects either or both of the schools and any other entity in which one or more Trustees or Officers are Trustees, or Officers, or in which one or more Trustees or Officers have a financial or personal interest, or because one or more interested Trustees or Officers participate in or vote at the meeting of the Board of Trustees or a Committee there of that authorizes the contract, action, or transactions, if both of the following apply: (a) the material facts as to his or her relationship or interest as to the contract, action, or transaction are disclosed or are known to the Trustees or the Committee, and the Trustees or Committee, in good faith reasonably justified by the material facts, authorizes the contract, action, or transaction by affirmative vote of a majority of the disinterested Trustees, even though the disinterested Trustees constitute less than a quorum of the Trustees or Committee; and (b) the contract, action, or transaction is fair as to the school or schools as of the time it is authorized or approved by the Trustees or a Committee thereof Common or interested Trustees may be counted in determining the presence of a quorum at a meeting of the Trustees or of a Committee thereof which authorizes the contract, action, or transaction.

Section 16. Confidentiality

All members, including ex-officio members, of the Board of Trustees and all members of any Committee, whether Standing or Ad Hoc, of the Board of Trustees shall promise, as a condition for serving as a Trustee or a Committee Member, to keep strictly confidential, all information belonging to the schools that is proprietary and confidential,

including the proceedings of all meetings of the Board of Trustees and/or Committees of the Board Trustees.

ARTICLE IV Officers

Section 1. General Provisions

The Officers of the Board of Trustees shall consist of a President (who must also be a Trustee), such number of Vice President as the Board may, from time to time determine, a Secretary, and a Treasurer/Chief Financial Officer. The Board of Trustees may, from time to time, create such offices and appoint such other Offices and Assistant Officers as it may determine. The Officers shall be elected by the Board of Trustees.

Any two of such offices may be held by the same person, but no Officer shall execute, acknowledge, or verify any instrument in more than one capacity.

Section 2. Term of Office

The Officers of the Board of Trustees shall hold office until the annual meeting of the Board of Trustees following the date of their election and until their successors are chosen and qualified unless sooner removed by the Board of Trustees. The Board of Trustees may remove any Officer at any time, with or without cause, by a majority vote. A vacancy in any office, however created, may be filled by the Board of Trustees.

Section 3. President and Vice President

The President shall preside at all meeting of Members and Trustees and shall be the Chief Executive Officer of the Board of Trustees. He or she shall have general supervision, management, control, and oversight of the business of the Board of Trustees, subject to this Code of Regulations and subject to the orders of the Board of Trustees, and shall, in general, perform all the duties usually incident to the Office of President or that may be imposed or required by the Members or Board of Trustees. In his or her absence or inability to act, the Vice President shall discharge the duties of the President and shall perform such other duties as shall be determined by the Board of Trustees.

Section 4. Secretary

The Secretary shall (a) keep minutes of all of the meetings of the Members and of the Board of Trustees, as well as all waivers of notice; (b) give notice of all meetings of Members and Trustees, except as otherwise provided by this Code of Regulation; (c) keep such books as may be required by the Board of Trustees, including a registry of the members of the Board of Trustees; and (d) perform such duties as may be assigned from time to time by the Board of Trustees or by the President. All books and papers pertaining to the Office of the Secretary shall be subject at any time to the inspection of any member of the Board of Trustees, and, on the expiration of the Secretary's term of Office such Secretary shall deliver all books, papers, and other property of the Board of

Trustees in his or her possession or under his or her control to the President or to the Secretary's successor in offices and, in general, the Secretary shall perform all duties pertaining to such Office as may be required by the President or the Board of Trustees.

Section 5. Confidentiality

All of the Officers of the Board of Trustees shall promise, as a condition for serving as an Officer, to keep strictly confidential, all information belonging to the schools that is proprietary and confidential, including the proceedings of all meetings of the Board of Trustees and/or committees of the Boards of Trustees.

ARTICLE V

Indemnification of Trustees and Officers

Each Officer, Trustee, Agent, employee or volunteer of this Board of Trustees shall indemnified by this Board of Trustees under the standards set by and to the fullest extent allowable under Section 1702.12(E), Ohio Revised Code, as the same shall be amended from time to time. The foregoing right of indemnification shall be in addition to any other rights to which any person seeking indemnification may be or become entitled by law, vote of Members or disinterested Trustees of this Board of Trustees or otherwise.

ARTICLE VI

Building and Maintenance Costs

1. The buildings housing the Schools shall remain the property and responsibility of the respective owners, i.e. Parish or Diocese
8. Utilities used by the Schools and normal maintenance costs are to be included in the Schools' budget;
9. If possible, surplus School funds shall be deposited into a Capital Repairs Account and used to assist with capital repairs;
10. At the request of the Board of Trustees, the Schools, Diocese and/or Parishes may be asked to conduct special campaigns, collections, or fund-raisers to offset capital repair costs. (Said campaigns, collections, or fund-raisers shall be subject to the express approval of the Pastors of St. Joseph Parish, Sacred Heart Parish, Holy Trinity Parish, and Immaculate Conception Parish at the local level and the Bishop of the Roman Catholic Diocese of Columbus, Ohio at the Diocesan level);
11. Each school may take its allotted distribution from the Capital Repair Endowment to help cover the cost of capital improvement projects at each school. Distributions to each school from the endowment shall be held by each school in a PAF until needed.
12. After surplus school funds have been exhausted and other activities (as in #4 above) have been conducted, the balance of any capital repair costs shall remain the responsibility of the owner of the building that incurs the expense.

ARTICLE VII
Amendments

The Board of Trustees, at a meeting held for such purpose, may adopt an amendment to these regulations in the manner described in Article III, Section 12 of the Code of Regulations. In addition to or in lieu of adopting an amendment to the regulations, the Trustees may adopt amended regulations by the same action as that required to adopt the amendment. All such amendments shall be subject to the final approval of the Bishop of the Roman Catholic Diocese of Columbus, Ohio. This document is hereby approved by the following individuals on the dates noted below their signatures.

Most Reverend Frederick E. Campbell, D.D., Ph.D.
Bishop of the Roman Catholic Diocese of Columbus

Date

Episcopal Moderator of Catholic Education and
Superintendent of Schools

Date

Reverend James Hatfield
Pastor of St. St. Joseph Parish

Date

Reverend Jeff Coning
Pastor of Sacred Heart Parish, Holy Trinity Parish
and Immaculate Conception Parish

Date