

BYLAWS OF Regina Catholic Schools

An Iowa Nonprofit Corporation

ARTICLE I – NAME, OFFICES, AFFILIATION, AND PURPOSE

Section 1 - Name

The name of the Corporation is **Regina Catholic Schools** (“Corporation” or “School”). The Corporation’s principal place of business is located at **2140 Rochester Ave., Iowa City, Iowa**, and it may have such other places of business as the Board of Directors (aka “the Board” or “the Board of Specified Jurisdiction”) may from time to time determine.

Section 2 - Affiliation

The School, a Catholic, co-educational institution, exists to enable children of diverse backgrounds to develop spiritually, intellectually, physically, emotionally, and socially by providing outstanding, comprehensive academic programs and opportunities for growth. The School provides education to children from preschool through grade 12 and operates as a school under the jurisdiction of the Diocese of Davenport and operates with the support and participation of the Catholic Parishes of St. Thomas More Church of Coralville, Iowa; St. Wenceslaus Church of Iowa City, Iowa; St. Patrick Church of Iowa City, Iowa; St. Mary Church of Iowa City, Iowa.

Section 3 - Purpose

As a Catholic School within the Roman Catholic Diocese of Davenport (“Diocese of Davenport”), the School shall operate according to the teaching, doctrine, and particular law as set forth by the Bishop of the Diocese of Davenport (the “Bishop”). The School shall have as its primary purpose the comprehensive spiritual and intellectual development of students according to the teachings of Jesus Christ as these are known and lived in the Roman Catholic Church. The Corporation shall carry out its purposes in strict conformity with, and subject to, the teaching of the Roman Catholic Church and Canon Law. The term Canon Law refers primarily to the Code of Canon Law [*CIC 1983*] which is the codification of ecclesiastical laws that govern the Catholic Church. The term may also refer to particular law which, in accord with universal law, also governs the Diocese of Davenport, the particular church, whose pastoral care of souls and administration is entrusted to the Bishop. Particular law includes diocesan policies for the administration of all diocesan affiliated entities, and the ecclesiastical norms of the United States Conference of Catholic Bishops. The Holy See, in particular the Pontifical Council for Legislative Texts, interprets universal laws, whereas the Bishop interprets the particular law of the Diocese of Davenport. Canonical instructions promote the proper implementation of the law and possess the same force of law insofar as they are in accord with the law it seeks to implement.

Section 4 - Nonprofit Operation

The Corporation shall be operated exclusively for religious, educational, and charitable purposes as defined in section 501(c)(3) of the Internal Revenue Code as a nonprofit corporation. No director, officer or committee member of the Corporation shall have any title to or interest in the corporate property or earnings in the director's, officer's or committee member's individual or private capacity, and no part of the net earnings of the Corporation shall inure to the benefit of any directors, officers or committee members, or private individual, except for reasonable compensation for services rendered. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE II – RESERVED POWERS

Section 1 - Reserved Powers of the Bishop

The following powers are among those reserved to the Bishop in accord with the *Code of Canon Law* and the *Diocesan Pastoral Policy Handbook*.

- a. Ensuring that the instruction and education in a Catholic school is grounded in the principles of Catholic doctrine [*cf. canon 803, §2 CIC*];
- b. Providing that the Head of School, Principal-Ministers, and Teacher-Ministers are “outstanding in correct doctrine, the witness of a Christian life and teaching skill” [*cf. canon 804, §2 CIC*];
- c. Reserving the right to appoint or approve faculty and staff and even to remove them or demand that they be removed if a reason of religion or morals requires it [*cf. canon 805, CIC*];
- d. Exercising the right of vigilance and visitation of the School; issuing prescripts about the general regulation of Catholic School [*cf. canon 806, §1 CIC*];
- e. Approving of any capital expenditure (defined as the purchase and/or leasing of an asset with a useful life greater than one year and with a cost of greater than \$30,000) and operating expenditures, which are both above \$30,000. A project may not be disaggregated to create elements below the limit;
- f. Approving of a specific project or list of projects before conducting a capital campaign fund drive. The School must also receive permission from the Bishop in writing to conduct a capital campaign fund drive. Both requests may be combined into one request letter. Notice of approval from this Board must accompany the letter seeking approval from the Bishop to conduct such a campaign;
- g. Ensuring the professional review of the School's effectiveness in providing a high-quality Catholic education and in sustaining continuous progress toward stated objectives through the Iowa Department of Education;
- h. Approving, amending, or derogating from these Bylaws;
- i. Appointing of legal counsel or financial auditors for the School;

- j. Authorizing any opening, merger, closing of the School, any significant changes within the nature of the School, or designate transfer of assets in the event of dissolution;
- k. Amending, restating or repealing the Corporation's Articles of Incorporation and Bylaws;
- l. Vetoing any and all resolutions by the Board of Specified Jurisdiction that the Bishop deems to be inconsistent with Canon Law or the purposes or philosophy of the Corporation or the Catholic Faith;
- m. The Corporation may not be merged, dissolved, or converted, and may not file bankruptcy, petition for receivership, make an assignment for the benefit of creditors or undertake any similar remedy or proceedings without the express written approval of the Bishop;
- n. The acquisition, sale, lease, exchange, or other disposition of all, or substantially all, of the property and assets of the Corporation, regardless of whether such sale, lease, exchange, or other disposition is in the usual and regular course of the Corporation's business, is valid only with the express written approval of the Bishop [*cf. canon 1281 §1, CIC*], and only if done in accordance with the norms of universal and particular law [*cf. canons 1267, 1277, 1292, 1295, and 1297 CIC*];
- o. The purchase, sale, lease, mortgage, encumbrance, or disposal in any way of any real estate of the Corporation;
- p. Entering into any loan of the Corporation; and
- q. Approval or removal of any Board Member.
- r. Through his delegate of Diocesan Superintendent of Schools, the development, promulgation, and supervision of the educational policies and curriculum of the School

Section 2 – Delegate of the Bishop to the Board

The Bishop of Davenport shall name a non-voting delegate to the Board of Specified Jurisdiction. The delegate shall be informed of all meetings, activities, and decisions of the Board on a regular and timely basis.

ARTICLE III - BOARD OF SPECIFIED JURISDICTION

Section 1 – Board of Specified Jurisdiction

Except with respect to powers and authority reserved to the Bishop or to the Pastors, the Board of Specified Jurisdiction shall have the authority to operate the School and shall serve as the governing body of the School.

The Board shall have charge, control and management of the business, property, personnel, affairs, and funds of the Corporation and shall have the power and authority to do and perform all acts and functions permitted for an organization described in section 501(c)(3) of the Internal Revenue Code not inconsistent with these Bylaws, the Articles of incorporation, or the laws of the State of Iowa. The powers of the Board shall be subject to, and exercised in, strict conformity with Canon Law and the particular law of the Diocese of Davenport. The Board shall meet as often as is necessary to conduct the business of the Corporation, but at least annually.

Section 2 – Reserved Powers of the Pastors

The following powers are among those reserved collectively to the Pastors (or their equivalent in Canon Law) of St. Thomas More Church of Coralville, Iowa; St. Wenceslaus Church of Iowa City, Iowa; St. Patrick Church of Iowa City, Iowa; St. Mary Church of Iowa City, Iowa. in accord with the *Code of Canon Law* and the *Diocesan Pastoral Policy Handbook*. From among these Pastors the Bishop shall appoint a Provost to speak on behalf of the Pastors. The execution thereof by the Board of matters infringing on these powers shall require specific written authorization from the Pastors or their appointed designee.

- a. Approving of the School budget
- b. Approving of any capital expenditure and operating expenditures outside of the approved budget;
- c. Ensuring that the instruction and education in a Catholic school is grounded in the principles of Catholic doctrine [*cf. canon 803, §2*];
- d. Ensuring that the head of school, principal-ministers and teacher-ministers are “outstanding in correct doctrine, the witness of a Christian life and teaching skill” [*cf. canon 804, §2*];
- e. Appointing or approving teachers of religion and even removing them or demanding that they be removed if a reason of religion or morals requires it [*cf. canon 805*];
- f. Ensuring the professional review of the School’s effectiveness in providing a high-quality Catholic education and in sustaining continuous progress toward stated objectives through the Iowa Department of Education;
- g. Approving any change, addition, or capital improvement to the building or properties held by the School;
- h. Abrogating or derogating from any decision of the Board that the Pastors may deem harmful to the Juridic Person of the Parishes or the Catholic identity of the School.
- i. Recommending new Board Members and submit the nominations to the Bishop for appointment.
- j. Ensuring that the Diocesan Course of Study for Religion is followed by the School;
- k. Ensuring that prayer, the sacraments, and a Catholic School culture are evident in the schedule, curriculum, and extra-curricular activities of the School; and
- l. Evaluating faith-based initiatives of the School.

Section 3 – General Duties of the Board of Specified Jurisdiction

- a. Ensuring that the School is faithful to its mission as a Catholic school, safeguarding doctrinal, moral, spiritual, academic, ethical integrity, and legal requirements;
- b. Developing, monitor, and approve any changes to the mission and vision statements of the School in collaboration with the Head of School and the Pastors, with the approval of the Bishop of the Diocese of Davenport;
- c. The Board of Specified Jurisdiction will participate in the ongoing evaluation of the head of school’s skills, abilities and competence. The Diocesan Superintendent or his/her designee, with an evaluators’ endorsement, will use the tools and procedures approved by the Bishop or his designee and used by the Office of Catholic Schools;
- d. Approving the hiring and dismissal of the Head of School and the Financial Officer;
- e. Providing an annual written report concerning the state of the School to the Bishop of

- Davenport and provide his delegate regular and timely Board meeting minutes;
- f. Developing and maintaining a written **three-to-five (3-5) year** strategic plan for the School, which shall be evaluated every year by the board
 - g. Conducting and reviewing a biennial self-evaluation of the Board;
 - h. Ensure quality education for all students that integrates a Catholic culture and identity in all subject areas and extra-curricular activities;
 - i. Approving policy changes for the School in cooperation with the Head of School and in accord with the Diocese of Davenport policies.
 - j. Promoting the School in the civic community via marketing, fund-raising opportunities, public relations activities, and programs of Regina Catholic Schools;
 - k. Reviewing recommendations made by committees of the Board; and
 - l. Reviewing other matters as proposed by the Head of School or as deemed necessary by the Board.

Section 4 – Financial Duties

- a. Ensure financial stewardship and sustainability of the School;
- b. Approve requests for physical plant improvements, capital campaigns, and all fundraising programs;
- c. Approve expenditures between \$10,000-\$29,999 which are not already included in the approved operating budget;
- d. Establish tuition and other related fees and costs;
- e. Establish, approve, and adjust an annual balanced operating budget for the School and compensation policies and salary levels for faculty and staff;
- f. Review grant requests for the School's needs of any kind in excess of \$10,000 before such requests are sent to the proposed foundation and/or funding agency;
- g. Support and develop resources for the development portion of the budget in cooperation with the Head of School;
- h. Ensure the completion of a professional audit at least every three (3) years by an outside firm or the diocesan internal auditor. An audit is conducted when there is a change of Head of School or Treasurer / Chief Financial Officer. A review (by an outside or internal source) should be completed in the other years;
- i. The Board may request an internal audit of the School at any time;
- j. Review, approve, and disseminate annual financial and other reports, as required by the Diocese of Davenport and the State of Iowa;
- k. Ensure the School is operating in accordance with policies established and promulgated in the Diocesan Policies and Particular law; and
- l. Provide a written report annually to the Pastors concerning the state of the School and provide them or their delegate regular and timely copies of Board meeting minutes.

Section 5 – Composition of the Board

The Board is composed of Directors - in addition to the Pastors who shall serve as a voting *ex officio* member - who are appointed by the Bishop at the recommendation of the Board of Directors and approved by the Pastors. In addition, the Head of School shall serve as *ex-officio*, non-voting Director of the Board. The Board will consist of individuals with relevant backgrounds and

experience such as alumni, educators, experts in development and/or finance, community leaders, and others with business, legal, and other expertise. Board members must be Catholics active in their respective parishes (this requirement may be dispensed by the Bishop if requested by the Pastors).

Section 6 – Number of Board Directors

The Board shall consist of nine (9) voting Directors. All voting Directors will serve a term of three (3) years and are permitted to serve no more than two (2) consecutive terms unless otherwise approved by the Bishop. Former Directors may be asked to rejoin the Board after a three (3) year hiatus.

Section 7 – Conflicts of Interest

Employees of the School and spouses of employees of the School shall not serve on the Board. Board Directors shall recuse themselves during deliberation and voting in cases where a conflict of interest may arise. A signed "Conflict of Interest Form" for all current Board Directors shall be retained by the School.

Section 8 – Compensation

All Board Directors will serve without compensation and/or remuneration and shall not benefit financially from their association with the Board. However, the Corporation may still purchase insurance as provided in Article VIII, Section 2, provide reasonable reimbursement to a Director for services which are beyond the scope of the Director's duties as a Director, or reimburse any Director for expenses actually and necessarily incurred in the performance of the Director's duties as a Director.

Section 9 – Vacancies on the Board

All vacancies on the Board shall be filled for the remainder of the unexpired term by the recommendation of the Board and subject to approval of the Bishop of the Diocese of Davenport.

Section 10 – Removal from the Board

- a. A Board Director may be removed at the discretion of the Bishop with or without cause;
- b. A Board Director who is absent from three (3) consecutive or more than one-half (1/2) of the regular meetings during a year, unless excused by action of the Board, ceases to be a Director of the Board;
- c. A Board Director who violates the "*Affirmations for Catholic Board of Specified Jurisdiction Members*" document may be removed at the discretion of the Diocesan Superintendent of Schools;
- d. A Board Director may be removed at the discretion of a two-thirds (2/3) majority vote of the Board, in the event that the Director regularly neglects assigned responsibilities, for actions that are contrary to the teachings of the Church, or for another just cause;
- e. A Board Director may resign by submitting written notice to the President of the Board.

Section 11 – Annual Meeting.

The Board shall hold an Annual Meeting to consider the following: recommendations for the appointment of Directors to the Board; nominations for the appointment of Officers; evaluation of the School's progress in its mission; and the establishment of goals for the upcoming year. Notice shall be given to the Directors at least ten (10) but not more than sixty (60) days prior to an Annual Meeting of the Board.

Section 12 – Regular Meetings

There shall be at least four (4) Regular Meetings of the Board, one of which shall constitute the Annual Meeting, held at such times and places as the Directors may from time to time determine at a prior meeting or as shall be directed or approved by the affirmative vote or consent of all the Directors. Prior to Regular Meetings, notice shall be given to the Directors at least ten (10) but not more than sixty (60) days prior to a Regular Meeting of the Board.

Section 13 – Special Meetings

Special Meetings may be held at the discretion of the President, by convoking a majority of the Board, or by convoking the Executive Committee. For Special Meetings, there shall be at least seventy-two (72) hours advance notice in writing, which shall itemize the business to be considered by the Board.

Section 14 – Notices

If mailed, notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice is given by electronic means, it shall be deemed to be delivered when successfully transmitted to the recipient. If notice is given personally or by telephone, it shall be deemed to be delivered when notice is given. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 15 – Action Without a Meeting

Any action required or permitted to be taken at any meeting of the Board may, in fact, be taken without a meeting or without prior notice, if all the Directors consent to the action in writing or by electronic transmission, with an approved and legally binding electronic signature service. The consents shall be entered upon the records of the Corporation and shall have the same effect as a vote.

Section 16 – Presumed Consent

A director of the Corporation who is present at a meeting of its board of directors at which action on any corporate matter is taken is considered to have assented to the action taken unless (a) the director objects at the beginning of the meeting, or promptly upon arrival, to the holding the meeting or transacting of business at the meeting; or (b) the director dissents or abstains from the action and any of the following applies (i) the dissent or abstention is entered in the minutes of the meeting; or (ii) the director delivers notice in the form of a record of the director's dissent or abstention to the presiding officer of the meeting before the meeting's adjournment or to the corporation promptly after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action.

Section 17 – Quorum and Voting Requirements

Each Director has one vote on all matters submitted to a vote of the Board. A majority of the Directors then in office constitutes a quorum for the transaction of business. The affirmative vote of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, except when greater than a majority vote may be required by the laws of the State of Iowa, these Bylaws, the Articles of Incorporation, or the particular law of the Diocese of Davenport. A Director may not authorize another person to act on his or her behalf by proxy on any matter.

Section 18 – Participation in Meetings by Remote Communication

A Director may participate in a Board meeting by conference telephone or by other means of remote communication (including a video conference) through which all persons participating in the meeting may communicate with the other participants. All participants shall be advised of the means of remote communication and the names of the participants in the meeting shall be shared with all participants. Participation in a meeting in this manner constitutes presence in person at the meeting.

Section 19 – Order and Means of Business

The order of business for all Regular and Extraordinary Meetings of the Board shall be determined by the Executive Committee in the form of a distributed agenda provided with the notice of the meeting. Proxy votes are not permitted. Written votes (including via e-mail) of Board Directors may be taken between meetings, as determined by the President. Voting at Regular and Extraordinary Meetings may be made by voice vote. In the event of a question of the majority, a roll call or hand vote will be taken.

Section 20 – Rules of Order

The Board shall make efforts to reach consensus on all actions, while respecting each person's vote. Parliamentary rules may be employed using the latest copyright version of *Robert's Rules of Order* as a guide.

ARTICLE IV - OFFICERS

Section 1 – Officers

The Officers shall be a President, Vice-President, Secretary, and Treasurer. Any Officer may be removed by the Bishop or the Pastors.

Section 2 - Election

The President, Vice-President, and Secretary shall be elected by a simple majority vote. Each nominee must be a Board Director at the time of election and, notwithstanding any other provision, shall continue as a Board Director with full voting rights during the term as an Officer.

Section 3 - Term

The term of an elected Officer shall be two (2) years, and the term is renewable once. In the event the Directors Board term expires prior his/her term as Officer, the term as Officer expires at the same time the Director's Board term expires.

Section 4 - Officer Vacancies

When a vacancy occurs, the office shall be filled by an election at the next meeting of the Board. The term of the elected office shall be the remainder of the term of the vacated office.

Section 5 - Duties of the President

The President of the Board shall preside as chair at all meetings for the Board and the Executive Committee. The President may vote at all meetings. The President shall appoint the chairs of all committees and shall be a signer on all School accounts.

Section 6 - Duties of the Vice-President

The Vice-President performs all such duties as may be delegated by the President and shall succeed the President upon the resignation, removal, or death of the President. The Vice-President shall preside at all meetings in the absence of the President.

Section 7 - Duties of the Secretary

The Secretary shall send or cause to be sent all required notices of meetings of the Board; shall receive and attend to all correspondence of the Board; shall have custody of all documents belonging to the Corporation (except as otherwise provided in these Bylaws); and shall perform such other duties as usually pertain to the office or as shall be determined from time to time by the Board.

Section 8 – Treasurer

The Business Manager/Financial Officer of the School shall serve as Treasurer. The Treasurer shall serve as *ex-officio*, non-voting Board Director; shall have charge of the funds of the Corporation, except for such funds as the Board may designate; shall see that an accounting system is maintained which gives a true and accurate accounting of the financial transactions of the Corporation; and shall render reports from time to time as requested by the Board of his or her activities and the financial condition of the Corporation. All funds received by the Treasurer shall immediately be deposited in a depository designated by the Board.

ARTICLE V - COMMITTEES OF THE BOARD

Section 1 - Standing Committees

The purpose of the Committees of the Board is to assist the Board in its specified duties. All recommendations of any Committee shall be evaluated and, if necessary, voted upon at Regular Board Meetings. There shall be the following Standing Committees:

- a. Executive Committee
- b. Finance Committee

Section 2 - Executive Committee Duties

- a. The Executive Committee shall be chaired by the President and composed of the Officers of the Board, the Provost, and Head of School;
- b. The Executive Committee shall prepare the agenda for Board Meetings;
- c. Any action taken by the Executive Committee must be ratified by the Board at the next Board Meeting in order for those actions to be valid;
- d. The Executive Committee shall ensure that the Board follows these Bylaws, all diocesan policies created for its governance;
- e. The Executive Committee shall establish a search and selection committee for the hiring of the Head of School.

Section 3 - Finance Committee Duties

- a. The Finance Committee shall be chaired by a voting Board Director and composed of the Treasurer, the Head of School (or designee), at least two (2) Board Directors, and additional Committee Members as needed;
- b. The Finance Committee will develop the annual budget according to diocesan guidelines for approval by the Board, oversee the implementation of the budget, and shall provide financial reports to the Board for each regular meeting;
- c. The Finance Committee will review expenditures in excess of the amount specified by the Board and for all expenditures not within the approved budget as defined in these Bylaws, subject to the Reserved Powers in Article II, Section 5; and
- d. Ensure compliance regarding the Investment Policy and Charitable Gift Acceptance and Fundraising Policies of the Diocese of Davenport.

Section 4 - Additional Committees

- a. The Board may establish and define *ad hoc* committees, as needed; and
- b. *Ad hoc* Committees must have at least three (3) members and be directly related to the duties prescribed to the Board.

Section 5 - Committee Chairs and Members

A Committee Chair shall nominate other Committee Members, who may or may not be Board Directors, and the Board shall then approve, by a simple majority vote, all Committee Members. They should be persons of demonstrated Catholic faith who possess expertise in their profession, education, or experience.

ARTICLE VI - ADMISSION OF STUDENTS

Section 1 - Admission Standards

The 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, and act in accordance with, the religious course of study and expectations of Catholic life of the School.

ARTICLE VII - INDEMNIFICATION

Section 1 - Indemnification

The Corporation shall indemnify a director for liability (as such term is defined in section 504.851(5) of the Revised Iowa Nonprofit Corporation Act) to any person for any action taken, or any failure to take any action, as a director, except liability for any of the following: (1) receipt of a financial benefit by a director to which the director is not entitled; (2) an intentional infliction of harm on the Corporation or the members; (3) a violation of the unlawful distribution provision of the Revised Iowa Nonprofit Corporation Act; or (4) an intentional violation of criminal law. Without limiting the foregoing, the Corporation shall exercise all of its permissive powers as often as necessary to indemnify and advance expenses to its directors and officers to the fullest extent permitted by law. If the Revised Iowa Nonprofit Corporation Act is hereafter amended to authorize broader indemnification, then the indemnification obligations of the Corporation shall be deemed amended automatically and without any further action to require indemnification and advancement of funds to pay for or reimburse expenses of its directors and officers to the fullest extent permitted by law. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any indemnification obligations of the Corporation with respect to any state of facts existing at or prior to the time of such repeal or modification.

Section 2 - Insurance

In accord with the particular law of the Diocese of Davenport, the Corporation may purchase and maintain insurance on behalf of any person described above in Section 1 against any liability asserted against and incurred by such person in any such capacity or arising out of his or her status as such.

ARTICLE VIII - MISCELLANEOUS

Section 1 - Amendments

The Articles of Incorporation and these Bylaws may be amended only by the Bishop. No amendment to these Bylaws that is inconsistent with the Articles of Incorporation shall be effective prior to amendment of the Articles of Incorporation. These Bylaws take effect upon approbation of the Bishop of Davenport. If the Board desires to submit a recommendation for amendment to the Bylaws, having first received a majority vote of the Board, the proposed language shall be sent to the Bishop for review.

Section 2 - Fiscal Year

The fiscal year of the Corporation shall be July 1 through June 30 of the following year.

Section 3- Members

The Corporation shall have no members.

Promulgated by:

+ Dennis G. Walsh on 10-8-2025
Most Rev. Dennis G. Walsh Date
Bishop of Davenport

Deacon David Montgomery
Deacon David Montgomery
Chancellor / Ecclesiastical Notary