

ROCHESTER
CATHOLIC SCHOOLS

BYLAWS

www.RCSmn.org



**DIOCESE OF WINONA
OFFICE OF THE BISHOP**

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April 24, 2015

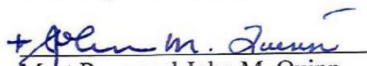
Dear Catholic School Leaders:


My sincere gratitude and appreciation to the RCS Administration and Trustees for the ardent and dedicated work revising and approving the RCS By-Laws. These By-Laws, in collaboration with the ministry of Church governance, provide a more in-depth description of procedures, duties, and responsibilities of each RCS Board member. In addition, they are an expression of the self-understanding which intends to help our Catholic schools prosper and grow, bringing faith and learning together.

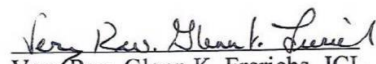
I have reviewed the By-Laws as well as received the recommendation and approval from the perspectives of canon law and civil law. While no one resource can be all inclusive, this document offers direction in key areas of Catholic school life. It is my approval to confirm acceptance of the RCS By-Laws which supply guidance and reflection of our Catholic beliefs.


As we continue to serve the Church through the ministry of Catholic school education, I applaud your efforts and encourage you to continue to build the good work of RCS, which promotes Catholic values and lifestyles that are essential for the formation of our children and young adults. You are appreciated and remain in my prayers.

Sincerely in our Lord,


Most Reverend John M. Quinn
Bishop of Winona Diocese


Rev. Msgr. Richard M. Colletti
Vicar General


Very Rev. Glenn K. Frerichs, JCL
Judicial Vicar


Marsha Stenzel, EdS
Superintendent of Catholic Schools

BY-LAWS

FOR THE ROCHESTER CATHOLIC SCHOOLS, INC.

Approved

8/20/1997

Revised and Approved

10/1999

Revised and Approved

9/2007

Revised and Approved

6/2008

Revised and Approved

5/2009

Revised and Approved

8/2010

Revised and Approved

2/2012

Revised and Approved

4/2013

Revised and Approved

4/2015

Revised and Approved

6/2017

Revised and Approved

10/2021

ROCHESTER CATHOLIC SCHOOLS MISSION STATEMENT:

The Rochester Catholic Schools system is a Christ-centered learning environment where students learn, love and live their faith in service to others.

PREAMBLE

Catholic schools in the Diocese of Winona-Rochester are established to carry out the teaching ministry of the Catholic Church. As such, the religious and educational work shall at all times continue to be in accordance with the teachings and laws of the Roman Catholic Church and the Diocese of Winona-Rochester.

At this time it is the intention of the Pastors of the Roman Catholic Parishes of the City of Rochester, State of Minnesota, to establish a Board of Trustees to assist in the governance of Rochester Catholic Schools, Inc. This Board of Trustees is established consistent with policies, procedures, guidelines, regulations, and Best Practices promulgated by the Superintendent of Schools for the Diocese of Winona-Rochester.

INTRODUCTION AND RATIONALE

This Board of Trustees shall have as its primary concern the ministry of Catholic elementary and secondary school education: the spiritual, intellectual, physical, emotional, and social development of students. The Board of Trustees, operating in conformity with the policies of the Diocese of Winona-Rochester, under the guidance of the Diocesan Office of Catholic Schools, the Superintendent of Schools for the Diocese of Winona-Rochester, and the Pastors of the Catholic Parishes of the City of Rochester, State of Minnesota, shall concern itself with local school policy matters pertaining to the general excellence of Catholic education at Rochester Catholic Schools, Inc.

Working in close collaboration with the Rochester Catholic Schools, Inc. Chief Executive Officer (CEO), the President, and hearing its many publics, this Board of Trustees shall formulate local school policies that will enable the school to reach its agreed upon and approved goals. These goals will be related to, but not limited to, the overall goals established by the Diocese of Winona-Rochester.

ARTICLE I.

NAME

1.1 NAME

The name of this body shall be the Rochester Catholic Schools Board of Trustees, herein after referred to as the RCS Board.

ARTICLE II.

PURPOSE AND FUNCTION

2.1 PURPOSE

The principle purpose for which this corporation, Rochester Catholic Schools, Inc. is formed is to establish, provide, conduct, manage and maintain all Catholic institutions of elementary and secondary education in the City of Rochester, State of Minnesota, for the education and instruction of students under the direction of the Bishop of the Diocese of Winona-Rochester and the Roman Catholic Parishes of the City of Rochester, State of Minnesota, as these Parishes now or hereafter exist, and to perform such other works of education, charity and religion as may be determined by the RCS Board, and pursuant to the laws of the State of Minnesota relating to non-profit corporations, and in accord of the 1983 Code of Canon Law of the Roman Catholic Church.

2.2 FUNCTION

In general the RCS Board serves to support and advise the President /CEO of Rochester Catholic Schools, Inc. Specifically, and subject to the reserved powers of the Pastors of the Roman Catholic Parishes of the City of Rochester, State of Minnesota enumerated below, the RCS Board shall have the powers, responsibilities and duties of general governance of this Corporation, including but not limited to the following:

Strategic Planning.

Formulation of local school policies, other than those held in reserve powers, to guide planning and administration in the areas of:

- i. Academic Affairs;
 1. Articulate the philosophy of education for the elementary and secondary Catholic schools in the City of Rochester, State of Minnesota.
- ii. Student Affairs;
 1. Ensure that policies are in place to support school administration in the regulation and execution of operational programs and functions to preserve order and maintain safe working/learning environments.
- iii. Faith Community Affairs;
 1. Ensure, via policy and practice that Rochester Catholic Schools, Inc. exists and is identified as a ministry of the Catholic Church and specifically the Roman Catholic Parishes of the City of Rochester, State of Minnesota.
- iv. Business Affairs;
 1. Take any action and all action deemed necessary by the Board of Trustees with respect to the employees of the corporation, when the same is required under, and by virtue of the 1983 Code of Canon Law of the Roman Catholic Church.
 2. Major capital expenditures – a major capital expenditure is defined as greater than one (1) year in length or greater than \$10K in expense;

3. Borrowing of funds;
 4. Sale or other disposition of a substantial part of the assets of the corporation;
 5. All matters relating to the appointment of legal counsel;
 6. All matters relating to tuition, fees and budget;
 7. Hire the President of Rochester Catholic Schools, Inc.
 8. Adopt or amend the Articles of Incorporation and By-Laws of the corporation after appropriate consultation.
- v. Advancement/Development Affairs.

All policies must be consistent with and not contradict Diocesan policies

Evaluation of:

- i. The President;
- ii. The effectiveness of school system policies and plans;
- iii. The effectiveness of RCS Board operations;

Mission effectiveness. Oversight of financial operations.

- i. Approval for all capital improvements, additions, structural changes to facilities.
 - ii. Approval and ratification of annual operating budgets.
- Oversight of and participation in institutional advancement/development programs designed to attract human and financial resources. Mission effectiveness.

2.3 RESERVED POWERS

The Pastors of the Roman Catholic Parishes of the City of Rochester, State of Minnesota, as representatives of the Bishop of Winona, reserve to themselves the following powers:

1. Approval of the philosophy and mission statements of Rochester Catholic Schools, Inc.
2. Approval for all borrowing.
3. Approval for acquisition and/or alienation of Church property.
4. Approval of deficit budget.
5. Approval of auditing counsel.
6. Approval of Parish Subsidies
7. Appointment or termination of the President /CEO based on the Board's recommendation.
8. Appointment of legal counsel and approval to initiate or defend litigation.

ARTICLE III.

RELATIONSHIP WITH OTHER GROUPS

3.1 DIOCESE OF WINONA-ROCHESTER

Regular information from the Diocese of Winona-Rochester concerning Diocesan policies

impacting Catholic primary and secondary education shall be provided by the President/CEO as in-service to the Board. The President/CEO shall implement Diocesan policies approved by the Bishop and promulgated by the Diocesan Superintendent of Schools.

3.2 PASTORS

The Pastors of the Roman Catholic Parishes of the City of Rochester, State of Minnesota, are appointed by the Bishop of the Diocese of Winona-Rochester with duties and responsibilities as set forth in the Pastors' job descriptions. The Pastors are ultimately the administrative and spiritual leaders of Rochester Catholic Schools, Inc. The Board shall work in close collaboration with the Pastors, respecting the reserved powers held by the Pastors on behalf of the Bishop.

3.3 STAFF

The relationship between the Board and the staff of Rochester Catholic Schools, Inc. shall be characterized by mutual support, good communication and cooperation. The President/CEO represents the staff to the Board. Teachers, staff or system administrators may be invited to share information with the Board on matters concerns the schools. While the Board shall have no role in hiring, evaluating, terminating, or renewing staff, members of the Board will be invited to participate in the interviewing and selection process of staff.

ARTICLE IV.

MEMBERSHIP

4.1 NUMBER

The general governance of this corporation shall be vested in the Board, which shall consist of the following members:

1. The Bishop of the Roman Catholic Diocese of Winona-Rochester;
2. The Pastors of the Roman Catholic Parishes of the City of Rochester, State of Minnesota, as the same are established on the date of incorporation hereof, and as hereafter established.
3. Six lay people from the Roman Catholic parishes of the City of Rochester, State of Minnesota or from neighboring Roman Catholic Parishes to Rochester as approved by the Board shall be appointed by the Bishop upon the recommendation of the Pastors of the Rochester Roman Catholic Parishes.

4.2 APPOINTMENTS AND TERMS

Each (Pastor) Trustee shall serve by virtue of, and during, the term of his office. Each Lay Trustee, other than a Trustee who serves as ex officio, shall serve for terms of three (3) years. Each ex officio Trustee shall serve only during the time he or she serves in the designated position for which they were appointed to the Board. Voting Trustees may be reappointed provided, however, that no Trustee shall serve more than two terms consecutively regardless of whether any such term shall be less than three years. Trustees shall be eligible for reappointment after having not served on the Board for one year. The Bishop will appoint Lay Trustees upon

the recommendation of the Pastors of the Roman Catholic Parishes of the City of Rochester, State of Minnesota, or the voting members of the full Board once established.

4.3 NOMINATIONS

An ad-hoc Nominations Committee, consisting of the administrative officer and a minimum of two other Trustees appointed by the Co-Chairpersons of the Board, shall seek out and prepare a slate of prospective nominees who meet the following criteria:

1. Interest in and commitment to Catholic education in general, and a specific commitment to the mission and philosophy of Rochester Catholic Schools.
2. Availability to attend meetings and periodic in-service programs and to participate in committee work.
3. Ability to maintain high levels of integrity and confidentiality.
4. Ability to deal with situations as they relate to the greater good of Rochester Catholic Schools.
5. Capacity to give witness to Catholic and moral values within the school community.
6. Willingness to participate in and provide leadership for resource development programs for the school system. It is the expectation that all Trustees will financially support the school to the best of their ability, consistent with the Board's goal as presented in the annual development plan.

4.4 VACANCIES

Whenever a vacancy occurs with respect to a voting Lay Trustee who has been appointed to the Board, the vacancy shall be filled as soon as possible. Candidates will be identified via the nominations process outlined in Article 4 Section 3. Recommendations for appointments will be provided to the Bishop of the Diocese of Winona-Rochester after approval by a majority vote of the Board. Candidates considered for vacancies will be determined based on the needs of the Board, the Rochester Catholic Schools system and the skills and qualifications of the potential candidate. The newly approved Board member will serve for the unexpired portion of the term in the same manner as provided for in the original appointment.

4.5 EX OFFICIO

The President/CEO and Director of Academics shall serve as a non-voting, ex officio members of the Board. The President/CEO shall act as an administrative officer to the Board. The Board reserves the right to approve the appointment of additional non-voting ex officio members as it deems necessary.

4.6 EXCLUSIONS

Employees of Rochester Catholic Schools, Inc. or the Roman Catholic Parishes of the City of Rochester, State of Minnesota, and their spouses, other than those who serve in ex officio positions, may not serve on the Board.

4.7 RESIGNATION

Any Trustee who desires to resign his/her position as a member of the Board of Trustees during

his/her term, shall give the Board notice of thirty (30) days of intention to resign, where reasonably possible.

A Trustee may be removed by the Executive Committee of the Board if it is deemed that removal is in the best interest of Rochester Catholic Schools, Inc.

A Trustee will be considered to have voluntarily resigned if the following attendance is achieved:

Two (2) consecutive non-excused Board of Trustees meeting absences.

Three (3) Board of Trustees meeting absences during any school year.

Three (3) absences from standing Board of Trustees Committee meetings during any school year.

ARTICLE V.

MEETINGS

5.1 REGULAR MEETINGS

Regular meetings of the Board shall be held monthly. Regular meetings of the Board shall be held at locations determined by the Board and disclosed with appropriate advanced communication to the general stakeholders of Rochester Catholic Schools, Inc. The meeting agenda and any committee reports, if available, shall be sent to all board members at least one week prior to the date of said meeting. If any of the Trustees are unable to be physically present at meetings, he/she may participate in all or a portion of said meetings through telephone conference and/or video conference. If a Trustee is absent for a meeting, it is incumbent upon said Trustee to initiate contact with a Board Co-Chairperson to receive and be provided with information he/she missed due to his/her absence. Guests may attend by invitation from a co-chair. Participation in a meeting held by remote communication shall constitute presence in person at the meeting for all purposes, including quorum and voting. Members of the Board shall receive at least 24 hours advance notice of any change to a remote meeting and shall be timely provided with instructions for participation and voting for such remote meeting.

5.2 SPECIAL MEETINGS

Special meetings of the Board may be called by the Co-Chairpersons of the Board, the President/CEO, or by written request of one third (1/3) of the Trustees. Written notice must be provided at least five (5) days prior to special meetings.

5.3 ANNUAL MEETING

An annual meeting of the Board of Trustees shall be held each year at a time and location as determined by the Board. The Board of Trustees may, in its sole discretion, determine that the Annual Meeting be partially or wholly conducted virtually, and that any number of trustee attendees, up to and including all trustees, may participate in any Annual Meeting of the Board of Trustees by means of remote communication. Participation in a meeting held by remote

communication shall constitute presence in person at the meeting for all purposes, including quorum and voting. Members of the Board shall receive at least 24 hours advance notice of the change to a remote meeting and shall be timely provided with instructions for participation and voting for such remote meeting.

5.4 QUORUM

A simple majority of the membership of the Board shall constitute a quorum for the transaction of business.

5.5 DECISION MAKING AND VOTING

Each non- ex officio member of the Board shall be entitled to one (1) vote on all matters before the Board. All votes are by nature consultative to the Bishop who shall hold the office of President of this Board for Rochester Catholic Schools, Inc. The Boards shall work toward achieving consensus as its common method of decision making. Mail or electronic votes of the Board may be taken provided the officers of the Board and all voting members of the Board are canvasses simultaneously. An affirmative vote of a simple majority of the voting members of the Board shall be required to pass a motion. On each mail or electronic vote, each voting member of the Board shall have the option of voting for or against the motion, abstaining, or hold for discussion at the next regularly scheduled meeting. Actions shall be recorded in writing in the minutes of the next Board meeting.

5.6 MEETING PROTOCOL

Notice of all regular meetings, agendas and past meeting minutes of the Board shall be posted and publicized to the general stakeholders of Rochester Catholic Schools, Inc. If any person, other than a Board member, wishes to address the Board, that person must obtain the approval of the Board Executive Committee at least ten (10) days prior to the meeting in order to place the matter on the agenda. The request for inclusion of a matter on the agenda must be submitted in writing and be accompanied by a detailed explanation of the item. The Board Executive Committee reserves the right to request additional detail or information regarding the request before determining approval for addition to the agenda. The Board Executive Committee additionally reserves the right to decline requests to address the Board in person and alternatively respond to such requests formally in writing.

5.7 EXECUTIVE SESSION

A Board Co-Chairperson, the Board Executive Committee, or the Board by majority vote may deem it necessary for the Board to go into Executive Session for discussion and deliberation. Confidential personnel matters, grievances, legal concerns and security measures are to be addressed in Executive Session. Executive Sessions are closed to guests of the Board.

ARTICLE VI.

RULES OF ORDER

6.1 CONSENSUS

As much as possible, the Board shall reach consensus on all action. Consensus is defined as the willingness of all attending members to support a decision being made. If consensus cannot be reached, the Board will use parliamentary procedures.

6.2 PARLIMENTARY RULES

Where necessary, parliamentary rules may be employed using Robert's Rules of Order (latest copyright) as a guide. The Lay Co-Chairperson shall act as parliamentarian when appropriate.

ARTICLE VII.

OFFICERS

7.1 OFFICERS

At its annual meeting each year the Board shall elect as necessary from its members a Co-Chairperson, a Secretary, a Treasurer and other officers as it may deem advisable. One Co-Chairperson is to be a lay Trustee. The other Co-Chairperson is to be a Pastor. The Co-Chairperson terms of two (2) years should be staggered so as to maintain continuity in leadership throughout transitions. The officers shall exercise such powers and perform such duties as are customarily or necessarily incident to their respective office and perform such duties as may be delegated to them from time to time by the Board.

7.2 EXECUTIVE COMMITTEE

The powers of the Board may be delegated to an Executive Committee comprised of the Board officers, President/CEO, and the most recent past Co-Chairperson, which shall have the power to act on behalf of the Board whenever an emergency requires immediate action by the Board. Delegation of powers to the Executive Committee shall not extend to matters restricted to the Pastors in accordance with powers reserved for said Trustees.

7.3 DUTIES

The duties of the Board Officers and Executive Committee shall be:

1. Co-Chairpersons - The Co-Chairpersons shall preside at all regular and special meetings of the Board and, in consultation with the President/CEO, prepare the meeting agenda. The Co-Chairpersons are responsible for the appointment of committee chairpersons.
2. Past Co-Chairperson – The Past Co-Chairperson shall serve as Co-Chairperson in the absence of either or both Co-Chairpersons of the Board. The fundamental purpose for this position is to serve as a source of organizational memory and continuity for Board leadership.
3. Secretary - The Secretary shall maintain a written record of all acts of the Board and shall receive the disposition of all correspondence directed to the care of the Secretary.
4. Treasurer - The Treasurer shall make a report at each Board meeting. The Treasurer shall serve as a member of the Finance Committee, assist in the preparation of the budget, and make financial information available to the Board.

5. Administrative Officer – The President/CEO shall serve as administrative officer to the Board. The President/CEO may also call meetings of the Executive Committee and shall be responsible for bringing information to the Board, including Diocesan policies, procedures, regulations, and plans.
6. Perform an annual evaluation of the Board activities in regard to the accomplishment of stated goals and objectives.
7. Perform an annual evaluation of the President/CEO in regard to the mutually established goals for said employee.

ARTICLE VIII.

COMMITTEES

8.1 COMMITTEES

The Board shall have the responsibility to create both standing and special (ad hoc) committees and task forces as are deemed necessary in the discharge of their responsibility to the Bishop of the Diocese of Winona-Rochester. All committees will have specific charges, set membership, clearly outlined roles and responsibilities, set terms of office for its members and established metrics for accountability to the Board.

Standing Committees of the Board of Trustees shall include, but are not limited, to:

Executive

- i. Responsibilities of the Board Executive Committee are outlined in Article 7, section 3.

Strategic Planning

- i. Responsibilities of the Strategic Planning Committee include, but are not limited to, the following:

1. Collaborate with RCS Staff to update the RCS strategic plan document as objectives and tactics are completed to achieve 8 system goals;
2. Provide updates to the Board of the progress of the strategic plan at monthly meetings;
3. Make recommendations to the Board for approval of major alterations/revisions to the strategic plan or to engage in a new planning process entirely.

Policy

- i. Responsibilities of the Policy Committee include, but are not limited to, the following:

1. Perform periodic review of established operational policies;
and
2. Creation of new operational policies as appropriate.

Finance

- i. Responsibilities of the Finance Committee include, but are not limited to, the following:

1. Develop and oversee the budgets of the Rochester Catholic Schools;
2. Recommend tuition rates and fees;
3. Recommend financial policies and procedures to RCS Administration

The Board may establish other standing committees as it deems necessary.

8.2 COMMITTEE CHARGES:

Specific committee charges shall be adopted each year by the Board at its annual meeting. Each committee shall include at least one (1) member of the Board, although committee members may be drawn from outside of the Board membership. The Administrative Officer (President/CEO) shall be an ex officio member of all standing committees.

8.3 AD HOC COMMITTEES:

The Board may establish such ad hoc committees as it deems necessary to carry out the work of the Board. Ad hoc committees may be established to address specific issues and shall be dissolved on the resolution of the specific issues giving rise to the formation of the committee.

8.4 COMMITTEE MEMBERSHIP:

At least one (1) voting member of the Board must serve on each standing or ad hoc committee. Members of such a committee shall be appointed by the Chairperson of the committee, and must be ratified by the Co-Chairpersons of the Board. Non-Board members may be appointed to serve on any of the standing or ad hoc committees.

ARTICLE IX.

RCS ADMINISTRATION

9.1 RCS ADMINISTRATION

The President/CEO shall serve as the educational leader of Rochester Catholic Schools, Inc. The President in partnership with the Director of Academics shall lead, manage and evaluate all operations to ensure that all educational, technology and support systems are integrated and advance the Catholic identity, educational excellence, continuous improvement, and operational effectiveness of the Rochester Catholic Schools, Inc. The President/CEO in partnership with the Director of Academics is further responsible for site coordination, strategic planning, enrollment, facilities management, staff development, human resources management, and supervision and evaluation of direct reports. Positions directly reporting to the President include, but, may not be limited to, Director of Academics, Director of Technology, Director of Development, Director of Admissions, and Director of Marketing and Communications. Positions reporting to the Director of Academics include, but may not be limited to, elementary and secondary principals, Director of Instruction and Programs, Director of Preschool, Summer and After School Programs, and Activities Director.

The President is the Chief Executive Officer (CEO) of Rochester Catholic Schools, Inc. and serves as an ex-officio member of the Board.

ARTICLE X.

MISCELLANEOUS

10.1 INFORMAL ACTION

Any action, not requiring membership approval, may be taken in written format signed by a quorum of the Board. All Board members must be notified of the text of the written action prior to the signing by any of the Board members. The written action is effective when signed by the required number of Board members, unless a different effective time is provided in the written action. When written action is so taken by less than all Board members, all Board members shall be notified immediately of its effective date. Failure to provide the notice shall not invalidate the written action.

10.2 PROXY

At any meeting of the Board any voting member thereof may vote by proxy.

10.3 CONTRACTS

The Board may authorize any officer or officers, agent or agents, of this corporation, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, this corporation, consistent with the powers and authority delegated to the Board, other than any deed or instrument conveying an interest in the reserved powers of the Pastors of the Roman Catholic Parishes of the City of Rochester, State of Minnesota.

10.4 DEPOSITS AND CHECKS

All funds of this corporation shall be deposited from time to time to the credit of the corporation in such bank or other depositories as the Board determines. All checks for the withdrawal of funds of this corporation shall be consistent with internal control policies and procedures of the Diocese of Winona-Rochester.

10.5 GIFTS

Acceptance of gifts shall be in accordance with the Gift Acceptance Policy and Guidelines for Rochester Catholic Schools, Inc.

10.6 FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE XI

CONFLICT OF INTEREST

11.1 CONFLICT OF INTEREST

Any Trustee having an interest in a contract or other transaction (including academic and/or student affairs) coming before the Board or a committee of the Board shall give prompt, full and

frank disclosure of said interest to the Board Co-Chairperson(s) prior to the Board taking action on such contract or transaction. Upon such disclosure, the Trustee's interest shall be presented to the full Board. The Board shall determine, without participation by the interested member, at such time as disclosure is made to that body, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If the Board determines that such a conflict is deemed to exist, such Trustee shall not vote on, or use personal influences on, or participate in the discussions or deliberation with respect to such contracts or transactions.

For purposes of this section, a person shall be deemed to have an interest in a contract or other transaction if h/she is a party (or one of the parties) contracting or dealing with the school, or is a Trustee, partner, officer, or spouse of a Trustee, partner, officer, or has a significant financial or influential interest in, the entity contracting or dealing with Rochester Catholic Schools, Inc.

ARTICLE XII.

COMPENSATION

12.1 COMPENSATION

Trustees shall not receive compensation for their services; however, bona fide expenses may be reimbursed.

ARTICLE XIII.

INDEMNIFICATION

13.1 INDEMNIFICATION

The Diocese of Winona-Rochester shall indemnify all Trustees of Rochester Catholic Schools, Inc. for any alleged act of negligence or omission resulting in damage or injury if the volunteer was acting in good faith and within the scope of his/her authority; the volunteer's conduct did not amount to gross negligence or willful and wanton misconduct; the volunteer's conduct was not an intentional tort; the volunteer's conduct was not a tort arising out of the act ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed.

ARTICLE XIV.

AMENDMENTS

14.1 AMENDMENT TO BY-LAWS

These By-laws may be altered, amended or repealed by a two-thirds (2/3) vote of the Board at any regular or special meeting, provided at least ten (10) days prior written notice is given to the

Board by mailing a copy of the proposed amendment to the Secretary of the Board of Trustees and then subsequently disseminating to the remainder of the Board for viewing and discernment in advance of the scheduled meeting.

Approved by:

Bishop, Diocese of Winona-Rochester:

Pastors, Rochester Catholic Parishes:

Trustees, Rochester Catholic Schools:

Superintendent of Catholic Schools, Diocese of Winona-Rochester: