

**BOSTON COLLEGE HIGH SCHOOL**  
**BY-LAWS**

**ARTICLE I**     **NAME AND LOCATION**

Section 1.

The name of the school shall be Boston College High School (“B.C. High” or “the School”).

Section 2.

The location of B.C. High is 150 Morrissey Boulevard, Dorchester, Massachusetts, and all business records of B.C. High shall be kept at this location.

**ARTICLE II**     **FISCAL YEAR**

The Fiscal Year shall commence with the first day of July and end on the 30th day of June.

**ARTICLE III**    **BOARD OF TRUSTEES**

A.     ELECTION - REMOVAL

Section 1.

The Board of Trustees (“the Board”), who shall be elected from time to time, shall consist of a maximum of twenty-one (21) Trustees. At no time shall there be fewer than seven (7) Trustees of the Board. The Board may, from time to time, modify the number of Trustees. There shall be no *ex officio* members of the Board except for the President of the School, and two designees of the USA Northeast Province of the Society of Jesus and any successor province. All persons holding such positions shall cease being *ex officio* Board members when their terms in such positions conclude. *Ex officio* members will be voting members of the Board.

Section 2.

The Board may elect to confer the honorific designation of Trustee Emeritus of the Board upon persons whom the Board determines have successfully and dutifully completed their maximum full terms as permitted by these By-Laws. The honorific designation as Trustee Emeritus will not confer any status as a Trustee of the Board, whether *ex officio* or otherwise. The Trustee Emeritus designation is honorific and does not confer any formal rights or privileges accorded to Trustees of the Board (e.g., Trustee Emeritus shall not have the right: to attend Board meetings; to vote on Board issues; or to participate in any official Board work).

Section 3.

The Trustees of the Board shall be elected by a majority vote of the entire Board of Trustees. The election, as a matter of course, will be conducted at the Annual meeting, unless moved to a

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later date by the Board, at its discretion, when necessary. Each Trustee, so elected, shall serve for a term of three (3) years and shall be eligible for reelection to the Board for a succeeding three (3) year term. A Trustee may elect to have a gap in service between terms if such action is approved by a majority of the Board. Ordinarily, Trustees will be limited to serving a maximum of nine (9) years, unless otherwise exempted as set forth under Article III. B. Section 2. of these By-Laws or when the Board, in its discretion, decides to extend a Trustee's service beyond nine (9) years, which shall not be the norm and only under extraordinary circumstances.

Section 4.

A Trustee may resign his or her office at any time by notifying the Chair of the Board in writing.

Section 5.

The removal of a Trustee from office shall be effected by a majority vote of the Board when such action is, in the judgment of the majority of the Board, to be in the best interests of the School. The reasons for removal of a Trustee may include, but are not limited to: a breach of fiduciary duties to the School; a breach of confidentiality obligations to the School; behavior, whether personal or professional, that negatively impacts the mission or reputation of the School; and/or a material or repeated failure to participate in duties or obligations as a Trustee.

**B. OFFICERS OF THE BOARD**

Section 1.

The Board of Trustees shall have a Chair and a Vice-Chair.

Section 2.

The Chair and Vice Chair shall be elected, upon nomination by the Executive Committee, by a majority vote of the Board and ordinarily shall serve for two (2) consecutive years and may be reelected to a second (2<sup>nd</sup>) term. In unusual cases, it may be decided by a vote of the Board to extend the Trustee's service period as an officer up to a cumulative total of three (3) years for individuals elected or reelected to be Chair or Vice-Chair. This vote would take place at the time the term is about to expire according to Article III.A, Section 3. Vacancies may be filled at any time by a majority vote of the Board, but election or reelection will ordinarily take place at the Annual meeting.

Section 3.

The Chair shall preside over all meetings of the Board at which the Chair is present. In the absence or incapacity of the Chair, the Vice- Chair shall exercise the duties and functions of the Chair. In the absence or incapacity of both the Chair and Vice- Chair of the Board, the Chair may appoint a Board member to exercise the duties and functions of the Chair.

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Section 4.

The Secretary of the School shall keep an attested copy of the minutes of all meetings of the Board; shall set out an agenda for each meeting; shall furnish copies of the minutes of preceding meetings to the members of the Board; and shall perform other duties as assigned by the Board not herein specifically set forth.

C. COMMITTEES

Section 1.

The Chair of the Board may appoint committees, as the Chair from time to time deems necessary for the conduct of the affairs of the Board.

Section 2.

A. Executive Committee

1. Membership

The membership of the Executive Committee of the Board shall consist of the Chair of the Board, the Vice-Chair, the President of the School, and the Chairs of all standing committees of the Board. The Officers of the Executive Committee shall be the Chair of the Board, Vice-Chair, and the President of the School. The Chair shall preside over all meetings at which the Chair is present. In the absence of the Chair, the Vice-Chair shall preside. The Chair shall schedule, oversee, and manage meetings of the Executive Committee pursuant to, and consistent with, the Executive Committee's Charter.

2. Meetings

The Executive Committee shall meet not less than four (4) times a year. Special meetings may be called by the Chair upon the Chair's own initiative, and upon written request of any two (2) members of the Committee. A simple majority of the members of the Executive Committee shall constitute a quorum for the transaction of business.

3. Powers

Consistent with its Charter, the Executive Committee shall have the authority to address matters that have been specifically delegated by the Board of Trustees to the Executive Committee. Typically, such matters require attention between meetings of the Board and involve budgetary concerns and administrative oversight of policies and operations. The Executive Committee will report to the Board and make recommendations regarding the matters it was tasked to address, unless otherwise authorized by the Board to make decisions and/or take action on its own accord.

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B. Governance Committee

1. Membership

The Governance Committee, including its Chair, shall be constituted of members who are all Trustees. The Governance Committee's Chair and members shall be appointed by the Chair of the Board, with the Chair of the Governance Committee subject to approval of the Board. The Governance Committee may invite the participation of persons other than Trustees in its meetings, but such persons shall not have a vote on Board or Committee affairs.

2. Purpose

The purpose of the Governance Committee is to ensure the quality and future viability of the Board by way of its review and recommendations on highly qualified and committed individuals for Board membership and/or other appointed positions associated with the Board. The Governance Committee serves as the Board's agent in reviewing the performance of incumbent Trustees who are eligible for re-election, maintaining a list of qualified candidates for possible nomination, considering cultivation strategies for promising Trustee candidates, and proposing and periodically reviewing the adequacy of the statement of Trustee responsibilities as adopted by the Board. In order to fulfill its purpose, the Governance Committee shall establish its own rules of procedure in consultation with the Chair of the Board, the School President, and the Board.

3. Meetings

The Committee shall meet as often as is necessary to conduct its business, but generally four (4) times annually. A simple majority of the Committee's members shall constitute a quorum for the transaction of business.

4. Powers

The Committee shall seek the assistance of all Trustees in the course of meeting its responsibilities in accordance with these By-Laws and its Charter.

C. Finance Committee

1. Membership

The Finance Committee, inclusive of its Chair, shall be constituted of members who are all Trustees. The Finance Committee's Chair and members shall be appointed by the Chair of the Board. The Finance Committee may invite the participation of persons other than Trustees in its meetings, but such persons shall not have a vote on Board or Committee affairs.

2. Purpose

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The Finance Committee shall have responsibility for oversight of the overall financial health of B.C. High School. Its oversight will include the areas of budgeting and financial planning, safeguarding the School's assets, anticipating financial problems, and the review of financial reports and internal controls on fiscal policies. The Finance Committee shall work with the President and, as appropriate, with the Chief Financial Officer. It shall establish its own rules of procedure in consultation with the Board Chair, President, and the Board.

3. Meetings

The Committee shall meet as often as is necessary to conduct its business, but generally four (4) times annually. A simple majority of the Committee's members shall constitute a quorum for the transaction of business.

4. Powers

The Committee shall seek the assistance of all Trustees in the course of meeting its responsibilities in accordance with these By-Laws and its Charter.

D. Mission and Identity Committee

1. Membership

The Mission and Identity Committee, inclusive of its Chair, shall be constituted of members who are all Trustees. The Mission and Identity Committee's Chair and members shall be appointed by the Chair of the Board. The Mission and Identity Committee may invite the participation of persons other than Trustees in its meetings, but such persons shall not have a vote on Board or Committee affairs.

2. Purpose

The purpose of the Mission and Identity Committee is oversight of the Board's responsibility to hold the School's Jesuit mission and Catholic identity in trust. It shall establish its own rules of procedure in consultation with the Board Chair, President, and the Board.

3. Meetings

The Committee shall meet as often as is necessary to conduct its business, but generally four (4) times annually. A simple majority of the Committee's members shall constitute a quorum for the transaction of business.

4. Powers

The Committee shall seek the assistance of all Trustees in the course of meeting its responsibilities in accordance with these By-Laws and its Charter.

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E. Human Excellence Committee

1. Membership

The Educational/Academic Excellence Committee, inclusive of its Chair, shall be constituted of members who are all Trustees. The Educational/Academic Excellence Committee's Chair and members shall be appointed by the Chair of the Board. The Educational/Academic Excellence Committee may invite the participation of persons other than Trustees in its meetings, but such persons shall not have a vote on Board or Committee affairs.

2. Purpose

The purpose of the Educational/Academic Excellence Committee is oversight of the School's unique educational mission through oversight of its curricular and co-curricular programs. It shall establish its own rules of procedure in consultation with the Board Chair, President, and the Board.

3. Meetings

The Committee shall meet as often as is necessary to conduct its business, but generally four (4) times annually. A simple majority of the Committee's members shall constitute a quorum for the transaction of business.

4. Powers

The Committee shall seek the assistance of all Trustees in the course of meeting its responsibilities in accordance with these By-Laws and its Charter.

**ARTICLE IV AUTHORITY - POWERS - DUTIES**

Section 1.

Subject to the General Laws of the Commonwealth, the Charter of the School, and in accordance with these By-Laws, the Board of Trustees shall exercise ultimate authority over and ultimate responsibility for all acts of the School.

Section 2.

The Board of Trustees shall have all necessary and convenient powers to direct and manage the business and affairs of the School. These powers shall include but shall not be limited to the following:

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- a. Appoint and remove the President by a majority vote of the Board in accordance with these By-Laws.
- b. Approve diplomas, certificates, and awards.
- c. Approve and adopt all major changes in the educational policies and programs of the School.
- d. Review and take appropriate action as to the Budget which shall be submitted to it upon recommendation of the President.
- e. Authorize and promote major fund-raising efforts.
- f. Authorize the President of the School to accept gifts to the School, except that the acceptance of restricted gifts, which involve major obligations, must be ratified by a majority vote of the entire Board.
- g. Authorize any changes in tuition and fees within the School.
- h. Authorize the construction of new buildings and major renovations to existing buildings.
- i. Authorize the sale and purchase or lease of land or buildings.
- j. Authorize the incurring of debts by the School, the securing thereof by mortgage and pledge of real and personal property, tangible and intangible, presently owned or to be after-acquired by the School.
- k. Constitute within the membership of the Board such standing or ad hoc committees concerning academic affairs, financial matters, student welfare, public relations, planning and development, buildings and grounds, and other subjects, as the Board from time to time may deem necessary or convenient to the efficient exercise of its powers and functions.

**ARTICLE V     OFFICERS OF THE SCHOOL**

Section 1.

The officers of the School shall be the President, the Principal, the Chief Financial Officer, the Secretary of the School (who may be the Chief Financial Officer), and the Treasurer (who may be the Chief Financial Officer). There may be other officers as the Board may from time to time deem necessary for the proper and appropriate conduct of the business and affairs of the School.

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Section 2.

Because the new President will be the Director of a Jesuit Work, she/he must be approved by the Provincial of the Jesuit Province in which the School is located before being elected by a majority of the Board. As such, (and to make clear to the search committee for a new President), she/he must be steeped in Jesuit education, suitable to hold a position of public leadership of a work of the Society of Jesus and the Church, and open to experiencing Jesuit spirituality, including the Examen and the Spiritual Exercises. The President shall hold office at the pleasure of the Board.

Section 3.

The Principal shall be appointed by the President, with the approval of the Board.

Section 4.

All officers of the School, elected or appointed, shall serve in such office at the pleasure of the Board.

Section 5.

Except where otherwise expressly provided in a contract duly authorized by the Board, all officers and agents of the School shall be subject to removal at any time by the affirmative vote of a majority of the Board. All officers, agents, and employees of the School, shall hold office at the discretion of the Board, or of the officers appointing them, subject to any rights received by the employee under a grant of academic tenure or as provided by a duly authorized contract.

**ARTICLE VI    POWERS AND DUTIES OF SCHOOL OFFICERS**

Section 1.

Powers and Duties of the President

The President shall be the Chief Executive Officer of the School and shall have general charge and control of all its business and properties. The President shall sign and execute contracts and other written instruments in the name of the School as authorized to do so by the Board. The President shall have the general powers and duties usually vested in the office of the President of a secondary college preparatory school for grades 7-12. The President shall be, *ex officio*, a member of all the standing Committees of the Board with the right to vote. The President shall annually make a report on the affairs of the School at the end of each academic year to the Board.

In the absence of or disability of the President, the duties of that office shall be performed by the person designated by the Board.



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Section 2.

Powers and Duties of the Secretary

The Chief Financial Officer shall serve as the Secretary of the School. The Secretary of the School, who also serves as Secretary to the Executive Committee as described in Article III.B. Section 4., shall keep an attested copy of the Charter of the School, the By-Laws of the School, all votes and minutes of the School; and shall furnish copies of the above documents to any member of the Board and to any administrative official of the School who shall be authorized by the Board to inspect the same. The Secretary shall be the custodian of the seal of the School and shall affix the seal to any instrument requiring the same.

Section 3.

Powers and Duties of the Chief Financial Officer & Treasurer

The Chief Financial Officer, who also serves as the Treasurer of the School, shall have custody of all deeds and monuments of title to the real estate and of all bonds and mortgages, stocks or other evidences of property owned by the School or pledged to it and of all policies of insurance, and shall have the authority to accept and receipt for same on behalf of the School and the Board and, under the supervision of the Board, the Chief Financial Officer shall arrange for the safekeeping thereof.

The Chief Financial Officer shall collect and receive all monies due and payable to the School and deposit them in the name of the School in such banking institutions as the Board may designate, and shall discharge all debts and other obligations of the School when due and payable. The Chief Financial Officer shall be responsible for the annual audit of all its financial reports and the submission to the Board of an annual report. The Chief Financial Officer shall also furnish such other financial statements as from time to time may be required by the President and/or the Board.

Section 4.

All Other Officers

The powers and duties of all other officers for the efficient management of the business and affairs of the School shall be determined by the Board after consultation with the President of the School.

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**ARTICLE VII INDEMNIFICATION**

Section 1.

Indemnification

The School shall indemnify each of its Trustees, officers and employees in office at the time of the adoption of this provision or thereafter in office, against all expenses (including, without limitation, decrees, judgments, court costs, attorney's fees and the amount of reasonable settlements, but not including amounts paid or payable to the School itself) hereafter reasonably incurred by her/him in connection with any claim asserted against her/him or any action, suit or proceeding of whatever nature in which he may be involved or with which he may be threatened while in office or thereafter, by reason of her/him being or having been such Trustee, Officer or employee or by reason of any action alleged to have been theretofore or thereafter taken or omitted by her/him as such Trustee, officer or employee, whether or not he/she continues to be such Trustee, officer, or employee at the time of incurring such expense.

Section 2.

Exceptions

The School, however, shall not indemnify any such Trustee, officer, or employee against expenses incurred by her/him in connection with any such claim, action, suit or proceeding:

1. if there be a final adjudication that he/she has been guilty of willful misfeasance, bad faith, gross negligence or reckless disregard of the duty involved in the conduct of her/his obligations as such Trustee, officer, or employee in respect to the matters involved in such claim, action, suit or proceeding; or
2. if there be alleged by the claimant willful misfeasance, bad faith, gross negligence or reckless disregard of the duty involved in the conduct of his obligations as such Trustee, officer, or employee, unless:
  - i. there be an adjudication of freedom therefrom in respect to the matters involved in such claim, action, suit or proceeding; or
  - ii. in the event that there be a settlement or an adjudication in which such freedom therefrom is not established, there be a determination of such freedom therefrom:
    - a. by resolution of a majority of the Trustees who are then in office and who are not involved in such claim, action, suit or proceeding; or
    - b. in the event that the number of Trustees who are then in office and are not involved in such claim, action, suit or proceeding shall not constitute a quorum of the Board of Trustees, then by an affirmative vote of a majority

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of a committee of three disinterested citizens of Massachusetts designated by the President of the School or, if he/she is involved in such claim, action, suit or proceeding, then by the Provincial of the Jesuit Province in which the School is located.

Section 3.

Expenses

Expenses, including counsel fees, reasonably incurred by any such Trustee, Officer or employee in connection with the defense or disposition of any such claim, action, suit or proceeding may be paid from time to time by the School in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the School if he shall be adjudicated to be not entitled to indemnification under law or shall not be voted indemnification by the Board or special committee as provided above. The right of indemnification herein provided for shall inure to the benefit of the executors or administrators of each Trustee, Officer or employee and shall not be deemed exclusive of any other rights to which he may be entitled under any statute, bylaw, agreement, vote or otherwise, or to which he might have been entitled were it not for this provision.

**ARTICLE VIII MEETINGS AND PROCEDURE**

Section 1.

Meetings

The Board shall meet at least quarterly each year. The Annual meeting of the Board shall be held in June of each year. The Board may meet at such time as it may be summoned by the Chair, Vice Chair, or at the written request of at least three (3) Trustees.

Special Meetings

Special meetings of the Board may be called at any time by the Chair on the Chair's own initiative. The Secretary of the School shall provide written notice of the time and place thereof by e-mail not less than five (5) days before the meeting to the usual and preferred e-mail address of each Trustee. Such written notice shall state the purpose or purposes of the special meeting and the business transacted at any such meeting shall be limited to the purpose or purposes stated in such notice, provided that, if the entire Board is present, any matters which may properly come before a meeting of the Board may be considered at such meeting.

Notice of Meetings

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Written notice of each regular and special meeting of the Board of Trustees shall be e-mailed or otherwise delivered to each Trustee by the Secretary of the School at her/his preferred e-mail address, as it appears upon the books of the School, at least two (2) weeks before such meeting. Every such notice shall state the place, date, and hours at which the meeting is to be held. Notice of the meetings shall state the purpose or purposes of the meeting. These provisions for notice may be waived by any unnotified Trustee who is personally present at the meeting in question.

**Quorum**

A simple majority of the Board shall constitute a quorum for the transaction of business at all meetings of the Board. There shall be no presence or voting by proxy. If less than a quorum shall be present, the meeting may be adjourned from time to time by a majority vote of the Trustees present, without any notice other than by announcement at the meeting, until a quorum shall be present. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted if the meeting had been held as originally called.

**ARTICLE IX     SEAL OF THE SCHOOL**

The seal of the School shall be in the form indicated hereunder and shall be used in the authentication of deeds, contracts, and other legal instruments in the formal conduct of the business of the School. It shall also be attached to diplomas and other like instruments requiring authentication in the conduct of academic affairs of the School.

**ARTICLE X     CONFLICT OF INTEREST**

A Trustee shall be considered to have a conflict of interest if he or she (1) has existing, prospective or apparent financial, familial, personal or other interests that impair or would reasonably be expected to impair his or her independent, unbiased judgment in the discharge of his or her responsibilities to the School; or (2) is aware that a member of his or her family has financial or other interests that would impair or appear to impair the Trustee's independent judgment in the discharge of his or her responsibilities to the School. For the purposes of this provision, a family member is defined as a spouse, parent, sibling, child, or a relative residing in the same household as the Trustee.

All Trustees shall disclose to the Board any possible conflict of interest at the earliest practical time. Further, the Trustee shall remove himself or herself from discussions of, and abstain from voting on, such matters under consideration by the Board or its committees. The minutes of such meeting shall reflect that a disclosure was made and that the Trustee with a conflict or possible conflict abstained from voting. Any Trustee who is uncertain as to whether a conflict of interest may exist in any matter may request that the Board or committee resolve the question in his or her absence by majority vote. The Board shall establish a conflict of interest policy in

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furtherance of this Article, with which each Trustee shall maintain compliance. Each Trustee shall complete and sign a disclosure form provided annually by the Secretary of the Board.

**ARTICLE XI**    **AMENDMENT**

Section 1.

The By-Laws may be altered, amended, and/or repealed only at an Annual or specially called meeting of the Board, by a two-thirds vote of the entire Board provided notice is given in accordance with the provisions of Article VIII.