

By-Laws
BOARD OF TRUSTEES
Marquette Academy
Diocese of Peoria, Illinois

ARTICLE I: PURPOSE

The Board of Trustees of Marquette Academy is established as the governance body for the school to enable participation by the Catholic community of the Ottawa, Illinois area, in collaboration with the Diocese of Peoria and under oversight of the Marquette Academy Pastors' Board, in providing direction and guidance to ensure the mission, quality, continuity and stability of Marquette Academy.

ARTICLE II: MEMBERSHIP

Section 1. Number and Qualification. The Board of Trustees shall consist of *ex officio* and appointed members. The *ex officio* members who serve by virtue of their office as long as they hold that office are the principal of the school, the superintendent of schools for the Diocese of Peoria or the superintendent's delegate, and two member pastors elected by the Pastors' Board [Article II, 2 & 3: Code of Regulations]. The appointed members shall number not less than fourteen nor more than twenty. Trustees are appointed by the Pastors' Board upon nomination by the board of trustees. Individuals are qualified to serve as trustees who have a commitment to the mission of Catholic school education; who have a willingness to serve; and whose values and behavior are consistent with those of the Catholic Church. Roman Catholic trustees must be practicing Catholics in good standing with the Church. Employees of the schools and their spouses and members of their households shall not be eligible for appointment to the board of trustees.

Section 2. Nomination of Trustees to be Appointed. The appointment of non-ex-officio trustees shall be made at the annual meeting of the Pastors' Board or at a special meeting of the Pastors' Board called for that purpose. Each year at a duly called Board of Trustees' meeting prior to the annual meeting of the Pastors' Board the trustees shall receive and act upon the nominations of its nominating committee as to the identities of the persons to be recommended for appointment by the Pastors' Board and the respective terms for which such persons are recommended as trustees. The Board of Trustees shall then report the results of the nominations for appointment to the chair of the Pastors' Board at least 45 days before the Annual Meeting or such Special Meeting of the Pastors' Board.

Section 3. Term of Office, Eligibility for Reelection, Removals, Resignations and Vacancies in the Board of Trustees.

(a) Term of Office. Initially, each appointed trustee and each elected pastor shall serve one or more terms of up to three years, staggered so that an approximately equal number of terms shall expire each year. Each term of office for an appointed trustee and an elected pastor shall begin on the date of the first meeting of the Board of Trustees held in the new school year and shall continue for the specified term. Each trustee shall, however, serve until his successor is elected/appointed and qualified.

(b) Eligibility for Re-Election/Appointment. *Ex officio* trustees by virtue of their office remain trustees as long as they hold that office. *Ex Officio* pastors may be elected for one additional consecutive term. Appointed trustees may also be appointed for one additional

consecutive term. With the exception of the initial terms upon the inception of the Board of Trustees, a term is for three years.

(c) Removals. Failure of any trustee to attend three consecutive meetings of the Board without proper excuse, shall, at the discretion of the Board, be grounds for recommendation by the Board of Trustees to the Pastors' Board for removal of such trustee. The secretary shall keep an attendance roll in this regard. An appointed trustee may be removed from office for any reason by a vote of a majority of the members of the Pastors Board.

(d) Resignations. Any trustee at any time may resign at an open meeting of the Board or by a letter delivered or mailed to the secretary, which resignation shall take effect immediately or at such time as the trustees may specify.

(e) Vacancies. In the event of the occurrence of any vacancy or vacancies on the Board of Trustees, however caused, the trustees may, by the vote of majority of their number, nominate to the Pastors' Board a candidate(s) to fill such vacancy or vacancies for that portion of the remaining term. Those elected to fill a vacancy shall count this service as a first term if its duration is more than 15 months. A vacancy shall be deemed to exist when a trustee becomes incompetent, resigns, dies, or is removed.

ARTICLE III: POWER, AUTHORITY, AND DUTIES

Section 1. Delegated Powers. The Board of Trustees shall provide for the governance of Marquette Academy in all areas except those reserved to the Pastors' Board. These areas of governance include but are not limited to

(a) Assuring the character and mission of the school as a Catholic school in the Diocese of Peoria.

(b) Providing leadership for short and long range planning.

(c) Insuring that the school has the resources to be effective.

(d) Approving the annual budget and monitoring compliance to the budget.

(e) Insuring sound financial management and the strategic use of resources.

(f) Providing for the short and long range capital needs of the school.

(g) Formulating policies which it judges necessary for the good of the school and the effectiveness of the school's mission that are in keeping with the limits of its jurisdiction.

(h) Providing leadership for and active support of the development, marketing, and public relations programs of the school.

(i) Participating in the selection and removal of the principal by making a recommendation to the Pastors' Board in a manner consistent with diocesan practice and policy and the limits of its jurisdiction.

(j) Assuring the evaluation and assessment of programs, the principal, and its own effectiveness.

(k) Identifying and nominating candidates for the Board of Trustees to the Pastors' Board for appointment

(l) Recommending removal of trustees.

Section 2. Reserved Powers. Recommendations by the Board of Trustees in the following areas require the formal approval of the Pastors' Board:

- a) The Catholic philosophy and mission of the academy
- b) The incursion of debt
- c) Borrowing
- d) The sale, mortgaging, pledging or alienation of any part of the real estate or all or substantially all of the other assets of the school
- e) The purchase of property
- f) Any comprehensive renovation or building project
- g) A major capital campaign
- h) Amendments to the Board of Trustees' By-Laws
- i) Appointment and removal of trustees
- j) Appointment/removal of the principal the academy
- k) Approval of a deficit budget
- l) Determination of the subsidy by the contributing parishes

ARTICLE IV: MEETINGS

Section 1 Regular Meetings of the Board of Trustees. Regular meetings of the Board of Trustees shall be held at such times and places as may be provided for in resolutions adopted by the Board of Trustees each year and published each year in advance. Adequate notice shall be made of changes in meeting dates.

Section 2 Special Meetings. Special meetings of the Board of Trustees may be held upon call by the chair of the Board, or any five of the trustees acting in concert. Notice of each such meeting shall be given to each trustee by letter, fax, electronic mail, or telegram or in person, not less than forty-eight (48) hours prior to such meeting. However, such notice shall be deemed to have been waived by any trustee attending such meeting, and may be waived in writing by any trustee either before or after such meeting. No special meeting may be called without the authorization of the chair.

Section 3 Quorum. A majority of the trustees in office at the time shall constitute a quorum for any meeting. At such meeting of the Board at which a quorum is present, all questions and business shall be determined by the affirmative vote of not less than a majority of the trustees present.

Section 4. Action Without a Meeting. Any action which may be authorized or taken at a meeting of the trustees may be authorized or taken without a meeting by the affirmative written vote of a majority of the voting trustees, which written votes shall be filed with or entered upon the records of the Board of Trustees and noted in the minutes of the next regular or special meeting.

Section 5. Confidentiality. Discussions at meetings shall be held in confidence except to the extent necessary for effective Board action through official channels. Ordinarily, Board meetings shall be closed to members of the general public, though the Board may permit selected persons to attend all or portions of its meetings in order to assist the Board in carrying out its responsibilities. The Board may declare beforehand by majority vote that a particular meeting will be open to the public. At an open meeting, no person may address the board unless recognized by the chair.

Section 6. Compensation. The trustees shall not receive salaries, fees or compensation for their service as trustees or their attendance at any Board or committee meetings, but may be reimbursed for reasonable costs incurred in connection with the performance of their duties hereunder.

Section 7. Conflict of Interest. A trustee having a conflict of interest or conflict of responsibility on any matter involving the academy and any other business entity or person shall refrain from voting on such matter. No trustee shall use his position as a trustee of the academy for his/her own direct or indirect financial gain.

Section 8. Meetings Held Through Communications Equipment. Meetings of the Board of Trustees or any committee of the Board may be held through communications equipment if all persons participating may contemporaneously communicate with each other. Such participation by any trustee or committee member shall constitute presence at the meeting.

ARTICLE V: OFFICERS

Section 1. Officers Designated. The officers of this Board of Trustees shall be a chair, a vice-chair, and a secretary. All officers shall be elected by the trustees. No individual may hold more than one office at a time. Ex Officio members may not serve as officers.

Section 2. Tenure of Office. All officers shall hold office for two years (beginning on the date of the first meeting of the Board held each school year or as specified by the Board) and until their successors are elected and qualified, unless the Board otherwise specifies. Any officer appointed by the Board may be removed, with or without cause, at any time by a majority vote of the Board. In the event a vacancy shall occur in any office, the same shall be filled by the Board of Trustees. Officers may not hold the same office for more than two consecutive terms.

Section 3. Chair of the Board. The chair of the Board shall preside at all meetings of the trustees and do and perform such other duties as may from time to time be assigned by the Board.

Section 4. Vice-Chair of the Board. The vice-chair of the Board shall perform all the duties of the chair if the chair is absent or unable to act, and shall perform such other and further duties as may be assigned by the chair and/or the Board, which powers and duties, or either, may be enlarged or diminished at any time.

Section 5. Secretary. It shall be the duty of the secretary to see that an accurate record of the acts and proceedings of the trustees is kept, that all notices required by the trustees and these by-laws are given, and that all the duties usually incident to and appertaining to that office are performed.

Section 6. Authority and Duties. The officers shall have such authority and perform such duties in addition to those specifically set forth in these by-laws as the Board may determine consistent with the limits of its jurisdiction and the policies of the Diocese of Peoria. The Board is authorized to delegate the duties of any officer to any other officer and, generally, to control the action of the officers and to require the performance of duties in addition to those mentioned herein.

ARTICLE VI: COMMITTEES OF BOARD OF TRUSTEES

Section 1. Standing Committees. The standing committees of the Board shall be executive, finance, building & grounds, program, nominating & board development, and development-public relations-marketing. With the exception of the executive committee, at the first Board meeting of each school year, the chair shall, subject to the approval of the Board, appoint trustees to these committees. Each standing committee shall have only such duties as are prescribed by these by-laws and such additional duties as are prescribed by the Board from time to time; shall consist of not less than two trustees, one of whom shall serve as chair, and each such standing committee shall be subject to the

control of the Board. With the approval of the Board, each standing committee may invite one or more interested persons to serve on the committee. The term for non-board committee members shall be three years. All committee actions, formal and informal, are subject to the approval of the Board at a regular or special meeting of the Board. Each committee may adopt procedures to conduct its business as it deems necessary, subject to the approval of the Board.

(a) Executive Committee. The Executive Committee shall consist of the officers of the Board of Trustees, the superintendent of schools, the principal of the school, and the chair of the Pastors' Board. During the intervals between the meetings of the Board, this committee shall possess and may exercise all the powers of the Board only when it is impracticable to call a meeting of the Board, provided, however, that the committee shall not be empowered to elect the officers or nominate to fill vacancies in the Board of Trustees or in the Executive Committee. All action taken by the Committee shall be reported to the full Board at its next regular meeting, for approval or disapproval, but no approval of the Board shall adversely affect any right of any third party.

(b) Finance Committee. The Finance Committee shall oversee the annual budget process and monitor the fiscal practices and policies of the academy in cooperation with the principal and business manager. The Finance Committee shall make recommendations to the Board concerning the financial policies and practices of the academy including but not limited to tuition, fees, faculty salaries, and grant-in-aid programs.

(c) Building & Grounds Committee. The Buildings and Grounds Committee shall plan for and provide for the long and short range needs of the physical plant and property.

(d) Program Committee. The Program Committee shall provide for and monitor the mission effectiveness of the academy and the quality of all of the programs of the academy as well as provide leadership for planning and policy in this area.

(e) Nominating and Board Development Committee. The Nominating and Board Development Committee shall submit recommendations to the Board at the Board's regular meeting prior to the Annual Meeting of the Pastors' Board for trustees to be appointed by the Pastors' Board. This committee shall also recommend to the Board at the appropriate time trustees to be elected as officers and trustees to be appointed chairs of the various committees of the Board. The Nominating and Board Development Committee shall also submit its nominations for any of the foregoing offices when vacancies occur. In addition, in collaboration with the Office of Catholic Schools of the Diocese of Peoria, the Nominating and Board Development Committee shall design and coordinate a plan that will facilitate the preparation of all trustees for effective functioning on the Board and the standing committees, and in addition, coordinate a plan for the annual evaluation of Board performance and effectiveness.

(f) Development, Public Relations, and Marketing Committee. The Development, PR, and Marketing Committee shall monitor the initiatives of the academy in these areas and give leadership in providing for resources and planning in these areas.

Section 2. Ad Hoc Committees. The chair may establish committees and appoint members thereof to further the work of the Board. Each such committee shall have only such powers and duties as are prescribed by the Board and shall be subject to the control of the Board. Member of the committees will serve at the will of the Board.

ARTICLE VII: EXECUTION OF DOCUMENTS

All documents evidencing conveyances by or contracts or other obligations of the academy shall be signed by the principal of the academy. All checks, drafts, notes, bonds, bills of exchange or orders of the payment of money by the academy shall be signed by the principal or by persons designated by the principal from time to time to sign such instruments.

ARTICLE VIII: INDEMNIFICATION

Marquette Academy shall indemnify any Pastors' Board member or trustee, or any former Pastors' Board member or trustee, or any person who is serving or has served at the request of the Pastors' Board or Board of Trustees against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement, actually and reasonably incurred in connection with any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, to which that person was, is or is threatened to be made a party by reason of the fact that he or she is or was such Pastors' Board member or trustee, provided, that a determination is made by a majority vote of a quorum consisting of members of the Pastors' Board who were not and are not parties to or threatened with any such action, suit or proceeding, that: (a) such member or trustee acted in good faith and in a manner he or she reasonably believed to be in the best interests of the school; and (b) in connection with any criminal action, suit or proceeding, he or she had no reasonable cause to believe that his or her conduct was unlawful.

ARTICLE IX: AMENDMENTS TO THE BY-LAWS

These by-laws may be repealed, amended, or changed by the assent thereto in writing of two thirds of the members of the Pastors' Board upon the recommendation of two-thirds of the members of the Board of Trustees. Repealing the by-laws in total or changing any of the provisions of the delegated or reserve powers would also need the approval of the Bishop of the Diocese of Peoria. In addition, these by-laws may also be repealed, amended, or changed by the Bishop of the Diocese of Peoria at his own initiation.

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