

**CODE OF REGULATIONS  
OF  
The Pastors' Board  
Marquette Academy  
Ottawa, Illinois**

**ARTICLE I: PURPOSE**

This Board shall exercise the authority delegated to it by the Diocesan Bishop of the Catholic Diocese of Peoria in relationship to Marquette Academy, Ottawa, Illinois.

**ARTICLE II: MEMBERS:**

Section 1. Qualifications

(a) The voting members of the Pastors' Board shall be all canonically assigned pastors or administrators of parishes which are designated as contributing to Marquette Academy. This designation is determined by the Bishop of the Catholic Diocese of Peoria. Each of these pastors shall hold this office so long as each continues to be a pastor of a contributing parish. Upon ceasing to be the pastor of a contributing parish, his duly appointed successor shall *ipso facto* be a member of the Pastors' Board.

(b) The pastor of each of the following parishes shall have one vote: Annunciation, Eagle Township; St. Teresa, Earlville; St. Mary, Grand Ridge; St. Joseph, Marseilles; St. Columba, Ottawa; St. Francis of Assisi, Ottawa; St. Mary, Ottawa (Naplate); St. Patrick, Ottawa; St. Patrick, Seneca; Immaculate Conception, Streator; St. Anthony, Streator; St. Casimir, Streator; St. Stephen, Streator; St. Mary, Utica; St. Joseph, Wedron.

(c) No pastor shall have more than one vote, even if he is responsible for more than one contributing parish.

(d) The Bishop of the Diocese of Peoria or his appointed representative(s) shall also be a voting member(s) of the Pastors' Board.

Section 2. Power, Authority and Duties of Members

(a) Members shall have the duty to exercise their power and authority so that the essential character and mission of Marquette Academy as a Catholic school in the Diocese of Peoria shall at all times be maintained.

(b) Reserved Powers: The members of the Pastors' Board reserve power and authority in the following areas: In all other areas, the Pastors' Board delegates the power and authority to govern to the school's Board of Trustees:

- (1) Approval of the Catholic philosophy and mission of the school
- (2) Approval of the incursion of debt
- (3) Approval of borrowing
- (4) Approval of 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
- (5) Approval of the purchase of property
- (6) Approval of any comprehensive renovation or building project
- (7) Approval of any major capital campaign

- (8) Approval of amendments to the Board of Trustees' By-Laws
  - (9) Appoint and remove trustees, ordinarily upon the recommendation of the Board of Trustees
  - (10) Appoint and remove the principal of the school upon the recommendation of the Board of Trustees
  - (11) Approval of a deficit budget
  - (12) Determination of the subsidy by the contributing parishes
- (c) The Pastors' Board shall elect two of its members to serve on the Board of Trustees according to Article II, Section 3.

### Section 3: Officers

- (a) The Pastors' Board shall elect a chair and a vice-chair/ secretary, each whom shall serve as members of the Board of Trustees.
- (b) Pastors who are assigned as part of the administration, faculty, or staff of the school on a full-time basis are not eligible for election. Pastors who have served as an officer for two consecutive terms are not eligible for election. All others pastors on the Pastors' Board may be elected.
- (c) The term of office for each elected officer shall be three years. The terms of office shall be staggered so that only one pastor's term shall expire each year.
- (d) Elections shall be held at the annual meeting, unless a special meeting is required to fill a vacancy. An officer shall assume office at the conclusion of the meeting at which he is elected.
- (e) An officer who is elected to fill a vacancy is not elected for three years, but serves the remainder of the term of the officer he replaces, thus maintaining the staggered schedule of officer's terms. Those elected to fill a vacancy shall count this service as one of their terms if its duration is more than 15 months.

### Section 4: Duties of Officers

- (a) The chair shall convoke and preside at all meetings of the Pastors' Board and provide oversight in seeing to the exercise of the reserve powers of the Pastors' Board.
- (b) The vice-chair/secretary shall act in the absence of the chair and shall also be responsible to see that minutes are recorded and circulated.

## **ARTICLE III: MEETINGS:**

### Section 1: The Annual Meeting

The annual meeting of the Pastors' Board shall be at the end of the school year on a date determined annually by the chair and confirmed by a majority of the members. Each year at the annual meeting, the members shall appoint trustees and transact such other business in relation to the reserved powers as may come before it.

### Section 2: Special Meetings

Special meetings of the Pastors' Board may be called at any time by the chair.

### Section 3: Location

The location of both the annual meeting and any special meeting shall be determined by the chair. Neither the annual meeting nor any special meeting is open to the general public or the media, unless invited by the chair with the prior consent of the members. The chair may extend an invitation especially to parochial vicars or other assigned clergy in the area.

Section 4: Notice of Meetings

A written notice of every annual or special meeting of the Pastors' Board stating the time and place and the purposes thereof shall be given to each member personally or by e-mail, fax, or surface mail to his address not more than sixty (60) nor less than ten (10) days before any such meetings. Any member may waive any notice required to be given under these regulations, or any amendment thereto, and by attendance at any meeting shall be deemed to have waived notice thereof. Notice to a member shall be deemed to have been given when deposited in the United States mail, sent electronically, or faxed.

Section 5: Voting, Proxies and Telephone Participation

Each member shall have one vote at any meeting of the Pastors' Board. Any action taken by the members shall require the majority of those members present, provided there is a quorum. Before a meeting, a member may, through a written proxy, authorize the presiding officer to vote for him. Any member may participate in a meeting by telephone so long as all persons participating in the meeting, including each member participating by telephone, may contemporaneously communicate with each other.

Section 6: Quorum

A simple majority of the members present in person, through conference call, or by proxy shall constitute a quorum for any meeting of the Pastors' Board.

Section 7: Action Taken Without a Meeting

Any action which may be taken at any meeting of the Pastors' Board may be taken without a meeting (1) if authorized in writing and signed by all of the members, or (2) if the chair [or another member designated by the chair] communicates the proposed action to the members, so that the action receives the requisite affirmative vote of the members that would be required if all members were in attendance at an actual meeting, and the communication of the action and the vote are both made in writing by mail, telecopy, or internet email communications, or any combination of the three methods.

**ARTICLE IV: AMENDMENTS TO CODE OF REGULATIONS**

These Regulations may be repealed, amended, or changed by the recommendation thereto in writing of two thirds of the members to the Bishop of the Diocese of Peoria and then with the consequent approval of the Bishop. These Regulations may also be repealed, amended, or changed by the Bishop of the Diocese of Peoria at his own initiative.

10/2009