

**THE BY-LAWS
OF
THE BOARD OF DIRECTORS
OF
ST. BEDE ACADEMY
PERU, ILLINOIS
REVISED 2021**

PREAMBLE

St Bede Academy is a coeducational high school owned and operated by St. Bede Abbey, a religious institution incorporated under the laws of the State of Illinois as a not-for-profit tax-exempt corporation operating exclusively for religious, charitable and educational purposes, with the title The Benedictine Society of St. Bede. The corporation's powers are to be exercised in conformity with and subject to the laws and disciplines of the Roman Catholic Church and the proper law of the American-Cassinese Congregation of Benedictines.

In recognition of the apostolic calling professional competence, and educational interest of those outside its own membership, and in order to associate such calling competence, and interest with its own for the more effective carrying out of the mission of St Bede Academy, The Benedictine Society of St. Bede hereby entrusts to an academy board whose nature, purpose, and functions are described in these By-Laws, delegated authority to act in the governance of the Academy, except for those powers which are reserved in these By-Laws to The Benedictine Society of St. Bede.

ARTICLE I. NAME

This body shall be known as The Board of Directors of St. Bede Academy, Peru, Illinois.

ARTICLE II. PURPOSE

The purpose of this board is to insure that the religious and educational programs of St. Bede Academy are appropriately oriented and effectively implemented for the carrying out of the academy's mission, and to assist in providing the short- and long-range planning that will insure the continuance of the academy so long as it is deemed of service to the local community and an appropriate apostolate of St. Bede Abbey.

ARTICLE III. MEMBERSHIP OF THE BOARD

Section 1. Ex-officio Non-voting Members

The abbot of St. Bede Abbey and the superintendent of St. Bede Academy are *ex-officio*, non-voting members of the Board of Directors.

Section 2. Voting Members

The Board of Directors shall normally have seven (7) voting members. Two (2) shall be full corporate members of The Benedictine Society of St. Bede: one (1) elected by the corporation and one (1) appointed by the president of the corporation. The remaining five (5) members shall be selected by the board itself from outside the membership of The Benedictine Society of St. Bede; these, however, shall not include any employee of St. Bede Academy or spouse thereof, nor any academy student or parent/legal guardian thereof. Board members whose children/wards become student at St. Bede during their term of office may complete their current term. If there is no diocesan priest among the seven (7) voting members, the board, by a majority vote of its voting membership, may select a diocesan priest as an eighth (8th) member.

Section 3. Term of Office

Members of the Board of Directors shall serve for up to five years. No more than three of the total membership shall be elected or appointed in any one year. A member of the board may serve no more than two consecutive terms. Membership on the board and terms of office coincide with the beginning of the fiscal year.

Section 4. Official Competence

A board member acts and speaks as a board member only at duly authorized meetings of the board or of its committees, or when authorized by the board to speak in its name.

Section 5. Vacancies

Vacancies in the membership of the board will be filled in the same manner as the original appointment or election.

Section 6. Removal

Serious cause or the failure of a member to attend three (3) consecutive meetings of the board without a valid excuse shall be grounds for removal of such a member upon the vote of two-thirds of the membership of the board.

ARTICLE IV. MEETINGS**Section 1. Frequency**

The Board of Directors shall meet at regular intervals to be adopted by resolution.

Section 2. Quorum

For the purpose of transacting business at any meeting four members shall constitute a quorum when there are seven voting members, five when there are eight. Unless otherwise provided, majority vote of the board members present shall carry any issue, provided a quorum is present.

Section 3. Open and Closed Meetings

All meetings of the board are to be open meetings unless a meeting or part thereof is previously designated being executive (closed). The right of non-members to address the board shall be limited to those whose petition has been approved by the president or by the presiding officer before the meeting.

Executive sessions are not to be held except when discussions will involve personalities or be such as to have an adverse effect upon a financial transaction. Decisions made in executive session must be presented and voted on at open sessions before becoming effective.

Section 4. Procedure

The board may fix its own rules of procedure, but in the absence of such rules Robert's Rules of Order, Revised shall apply.

Section 5. Special meetings

Special meetings of the board may be called by &e president of the board or at the request of three (3) voting members by notifying all members at least five (5) days in advance of the date assigned for such special meetings.

ARTICLE V. POWERS AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

Section 1. Specific Powers and Responsibilities

The powers and responsibilities of the Board of Directors shall include, but not be limited to, the following:

1. to review periodically the mission statement and philosophy of St. Bede Academy to insure they correspond to the needs of those served by the school and to recommend appropriate changes to The Benedictine Society of St. Bede.
2. to determine the policies of the academy and periodically to evaluate their implementation and effectiveness through a process determined by the board.
3. to advise the abbot of St. Bede Abbey concerning the selection of the superintendent of St. Bede Academy.
4. to conduct by March 1 of each year a performance evaluation of the superintendent and to submit the evaluation of the superintendent to the abbot of St. Bede Abbey together with recommendations for the superintendent's retention or replacement and to review annually the superintendent's performance evaluation of the principal.
5. to hire, rehire, and dismiss all school personnel under contract.
6. establish and insure a sound planning process for all the programs of St. Bede Academy.
7. to review and approve changes in &e educational program of the academy consistent with its mission and philosophy.
8. to direct the preparation of an annual balanced budget within the fiscal bounds determined by The Benedictine Society of St. Bede, to approve the budget and to oversee the administration thereof.
9. to approve and to monitor and evaluate programs for obtaining the necessary funds for the operation of the academy.
10. to establish and review policies for compensation, fringe benefits, and conditions of employment for all academy personnel.
11. to set tuition and fees for the academy.
12. to review the total development program, including recruitment, public relations, and fund raising and to monitor and evaluate its effective implementation.
13. to make recommendations to The Benedictine Society of St. Bede concerning extraordinary expenditures for the capital improvement of buildings, equipment and grounds, and concerning any other extra-budgetary transactions on behalf of the academy that would convey an interest in or place an encumbrance upon the assets and fixed property of said Benedictine Society.
14. to propose to The Benedictine Society of St. Bede the adoption of programs that exceed the limits of the annual budget and extend the presently approved objectives of the academy.

15. to provide professional counsel in such areas as maintenance and custodial services, purchasing, food service, bookstore, and other areas required for the efficient operation of the academy.
16. to insure policies and procedures of adequate recourse exist.
17. to take a lead in obtaining understanding of the academy's aims and programs and in building a bridge between the academy and the public it serves.

Section 2. Veto Power of The Benedictine Society of St. Bede

Actions of the Board of Directors are subject to veto by The Benedictine Society of St- Bede, acting through its president or other authorized organ, in accordance with the proper laws of the American-Cassinense Congregation.

ARTICLE VI. OFFICERS

Section 1. Titles, Election, Term

The officers of the board shall be a president, a vice-president, and a secretary. These officers shall be elected by members of the board and shall not serve for more than five years in the same office. The superintendent of St- Bede Academy is *ex officio* the chief executive officer for the board with regard to policies established by the board for the academy.

Section 2. Vacancy and Removal

A vacancy in any of these offices may be filled at any meeting of the Board of Directors. All officers serve at the discretion of the board and are subject to removal by an affirmative vote of two-thirds of the members present at a meeting of the Board of Directors.

ARTICLE VII. DUTIES OF THE OFFICERS

Section 1. The President

The duties of the president include the following

1. to preside over all meetings of the Board of Directors.
2. to determine, after consultation with the superintendent the agenda for all meetings.
3. to appoint the chairpersons of all committees and assign board members and others to committees.
4. to serve as spokesman for the board.
5. to insure that the duties and responsibilities of the board as listed in Article V of these By-Laws are carried out in an appropriate and timely way.

Section 2. The Vice-president

The duties of the vice-president are to assist the president and to act in his stead in all matters when the president is unable to attend to the same himself.

Section 3. The Secretary

The duties of the secretary include the following:

1. to take minutes of the board meetings or to provide for the taking of minutes by a recording secretary and to submit then to board members for any corrections and for approval at the subsequent meeting.
2. to handle all correspondence of the board.
3. to communicate all notices and invitations to the board meetings.
4. to keep a file of board and committee minutes, of board correspondence, reports, and other relevant documents.

ARTICLE VIII. COMMITTEES

Section 1. Function

The board shall be served by a finance committee, and may establish ad hoc committees to assist it in addressing special situations. In addition to the duties specified by these By-Laws, each committee shall assist in long-range planning for St. Bede Academy as requested by the board.

Section 2. Membership

Members shall be chosen according to their ability to contribute to the specific work of the committee to which they are appointed. Persons excluded by these By-Laws from membership on the board itself (see Article II, Section 2) may be members of committees with the right to vote.

Section 3. Vacancies

Vacancies in the membership of any committee shall be filled in the same manner as the original appointment.

Section 4. Quorum

A majority of the whole committee shall constitute a quorum, and the act of the majority of the quorum shall be the act of the committee.

Section 5. Meetings

Each committee shall meet regularly and may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors. Each committee shall keep minutes of its actions, resolutions, and procedures, and shall report these after each meeting to the Board of Directors.

ARTICLE IX. FINANCIAL AND BUSINESS AFFAIRS COMMITTEE

Section 1. Purpose

This committee is established to monitor and evaluate current policy and to recommend to the board new policy in the areas of financial, personnel, and plant management of St. Bede Academy.

Section 2. Duties

The duties of this committee include the following:

1. to determine the budget preparation process and the guidelines for the budget and to review the annual operating budget for all departments.
2. to review financial reports, annual audited statements, and related documents.

3. to recommend policies for the efficient and professional operation of the business office.
4. to recommend policies and procedures for the use, rent, or lease of school buildings, equipment, and grounds.
5. to formulate policy proposals for tuition and salary scale and to make specific recommendations concerning tuition and compensation, fringe benefits and conditions of employment for teachers, administrators, and other school personnel.
6. to monitor and evaluate the maintenance program and to recommend priorities and time schedules for modifications, repairs, and replacement regarding buildings, equipment and grounds.
7. to act as consultants to the administrators about financial, business, personnel, and maintenance matters.

ARTICLE X. LEGAL COUNSEL

The president of the board after consultation with the superintendent of St. Bede Academy and with the approval of the abbot of St. Bede Abbey shall secure such legal counsel as is necessary to advise the board and the administration in all legal matters.

ARTICLE XI. AMENDMENT OF THESE BY-LAWS

These By-Laws shall be reviewed annually by the Board of Directors and may be amended at any regular or special meeting of the Board of Directors by a majority vote of the board's voting membership, provided that the proposed amendment has already been presented and discussed at a previous board meeting. Amendments thus made do not become effective unless and until they are approved by The Benedictine Society of St. Bede.