

BYLAWS
OF
ST. PIUS X CATHOLIC HIGH SCHOOL

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INDEX

<u>ARTICLE</u>	<u>TITLE</u>	<u>PAGE</u>
I	NAME AND OFFICE	1
II	PURPOSES	1
III	DEFINITIONS	1
IV	MEMBER	1
V	RESERVED POWERS OF MEMBER	2
VI	BOARD OF DIRECTORS	3
VII	CONFLICT OF INTEREST	5
VIII	COMMITTEES	5
IX	OFFICERS	7
X	DUTIES OF OFFICERS	7
XI	BOARD CHAIRPERSONS	8
XII	DUTIES OF BOARD CHAIRPERSONS	8
XIII	INDEMNIFICATION	9
XIV	FISCAL YEAR	9
XV	STATEMENT OF RACIAL NONDISCRIMINATION	10
XVI	AMENDMENT	10

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ARTICLE I
NAME AND OFFICE

The name of the Corporation is St. Pius X Catholic High School. The principal office of the Corporation is located at 1030 St. Pius Drive, Festus, Missouri 63028.

ARTICLE II
PURPOSES

The purposes of the Corporation shall be those described in the Articles of Incorporation.

ARTICLE III
DEFINITIONS

As used in these Bylaws, the following terms shall be defined as stated herein:

1. The term "Corporation" shall refer to this corporation.
2. The term "management" shall refer to the operational management of the Corporation.
3. The term "Member" shall refer to the member of the Corporation who shall be the Archbishop of St. Louis or in the case of vacancy in the office of Archbishop of St. Louis, the person serving as the Apostolic Administrator of the Archdiocese of St. Louis.

ARTICLE IV
MEMBER

The sole Member of the Corporation shall be the Archbishop of St. Louis .

ARTICLE V

RESERVED POWERS OF THE MEMBER

Certain powers are reserved to the Member. These reserved powers are:

- (a) To determine and maintain the philosophy and Catholic identity of the Corporation;
- (b) (i) To approve all candidates for election to the Board of Directors by the Board of Directors before their names are submitted to the Board of Directors for election, provided that the Member may, in his sole discretion, appoint up to fifty percent (50%) of the members of the Board of Directors without such directors being elected by the Board of Directors, and
(ii) To remove members of the Board of Directors with or without cause;
- (c) Approval of amendments to the Articles of Incorporation;
- (d) Amendment of these Bylaws and approval of amendments to these Bylaws if such amendments originate with the Board of Directors;
- (e) Approval of any borrowing, long-term leases or guaranties by the Corporation in accordance with policies which may be established by the Member;
- (f) Approval of the purchase, sale, lease or other acquisition, disposition or transfer of real estate, including any interest therein, by the Corporation, except for real estate received as a bequest or donation and not used in the charitable activities of the Corporation and with other exceptions which may be established by the Member;
- (g) To initiate and approve any merger, consolidation, reorganization or dissolution of the Corporation;
- (h) Approval of Board of Directors recommendation regarding appointment of the President of the Corporation as well as removal of the President;
- (i) Appointment and removal of external auditors and legal counsel for the Corporation;
- (j) To determine the accounting policies followed by the Corporation;
- (k) To designate the appropriate entities to perform accounting and internal auditing duties for the Corporation;
- (l) Approval of major computer hardware and software systems used by the Corporation for general accounting systems;
- (m) To request and receive from the President an annual report of the operations and annual financial reports of the Corporation.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. GOVERNANCE OF THE CORPORATION

Except as otherwise provided by the Articles of Incorporation or these Bylaws, the governance of the Corporation shall be exercised, its property controlled, and its affairs conducted by the Board of Directors. Each Director shall be entitled to one (1) vote on each matter before the Board of Directors.

Section 2. COMPOSITION AND METHOD OF SELECTION

The Board of Directors shall be composed of not fewer than five (5) nor more than eleven (11) persons selected in accordance with the provisions of Article V, (b), and (ii) the Superintendent of Secondary Education of the Archdiocese of St. Louis who shall serve as the Member's representative on the Board of Directors, *ex officio*, without vote. No employee of the Corporation except the President may serve as a Director.

Section 3. TERM OF OFFICE

(a) The terms of office of the initial Directors shall be fixed to be one (1), two (2) or three (3) years so that the term of approximately one-third (1/3) of the Directors, except for the *ex officio* Directors, expires each year. Thereafter after the expiration of the term of each Director a successor shall be selected to serve a term of three (3) years which shall expire when his or her successor has been selected. Directors may serve three (3) successive three (3) year terms after which they will not be eligible to serve until they have not been members of the Board of Directors for at least one (1) year, provided that the following exceptions shall apply: (i) if a Director will have served for more than six (6) years but fewer than nine (9) years at the expiration of his or her term, he or she shall be eligible to serve for an additional consecutive three (3) year term and (ii) if the chairperson or vice chairperson is completing his or her ninth consecutive year as a member of the Board of Directors, he or she shall be eligible for to serve one (1) additional consecutive three (3) year term.

(b) President. The President shall serve as a Director for such time as he or she occupies the position of President.

Section 4. VACANCIES

All vacancies by death, resignation, expiration of term or otherwise occurring among the Directors, except for the *ex officio* Directors, shall be filled in accordance with the provisions of Article V, (b). A Director selected to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

Section 5. RESIGNATION AND REMOVAL

A Director may resign at any time by giving written notice of such Director's resignation to the Chairperson. Any Director may be removed at any time by the Member.

Section 6. RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The Board of Directors shall have full power and authority to govern the affairs of the Corporation except for and subject to the powers and actions reserved to the Member in these Bylaws.

Section 7. MEETINGS

The annual meeting of the Board of Directors shall be held at such time as may be determined by the Board of Directors. All meetings of the Board of Directors shall be held at the corporate office or at such other place as may be designated by the Board of Directors. Regular meetings of the Board of Directors may be held at such time as may be determined by the Board of Directors. Special meetings of the Board of Directors may be held at any time upon the call of the Chairperson or by a majority of the Board of Directors.

Section 8. NOTICE

Notice of any meeting shall be given at least five (5) days prior thereto in writing delivered personally or mailed to each Director. Notice of any meeting of the Board of Directors need not state the business to be transacted nor the purpose thereof. Notice to any Director may be waived by executing a written waiver thereof or by attendance at any meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 9. QUORUM

A majority of the Board of Directors shall be required for the transaction of business at any duly held meeting of the Board of Directors.

Section 10. VIRTUAL MEETINGS

The Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or committee by means of telephone, virtual or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 11. VALIDATION OF MEETING

The transactions of the Board of Directors at any meeting, however called or noticed, or wherever held, shall be as valid as though they had taken place at a meeting held after call and notice if a quorum be present and if, either before or after the meeting each Director signs a written waiver of notice, a consent to the holding of such meeting and an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 12. ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Directors or committee thereof under any provision of law, the Articles of Incorporation or these Bylaws may be taken without a meeting if each Director or committee member signs a written consent which sets forth the action taken. Such written consents shall be filed with the minutes of the proceedings of the meeting. Such action by written consent shall have the same force and effect as a unanimous vote of the Directors or committee members. The Secretary shall file the consents with the minutes of the meetings of the Board of Directors or committee. Any certificate or other document filed on behalf of the Corporation relating to an action taken by the Directors without a meeting shall state that the action was taken by the unanimous written consent of the Directors without a meeting, and that the Bylaws of the Corporation authorized its Directors to so act.

Section 13. COMPENSATION

Directors shall not receive compensation for their services as Directors provided that nothing contained herein shall be construed to preclude a Director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE VII

CONFLICT OF INTEREST

Any duality of interest or possible conflict of interest on the part of any member of the Board of Directors should be disclosed to the other members of the Board of Directors and made a matter of record in the minutes of the meeting.

Any Director having a duality of interest or possible conflict of interest on any matter shall not vote or use personal influence on the matter, shall not be counted in determining the quorum for the meeting and shall not be present in the room when the Board of Directors votes on the matter. The minutes of the meeting should accurately reflect that a complete disclosure was made, the abstention from voting, the non-presence in the room when the vote was taken, and the quorum situation.

The foregoing requirements shall not be construed as preventing the Director from briefly stating his or her position in the matter, or from answering pertinent questions that may be directed toward that person by other Board members concerning the matter.

ARTICLE VIII

COMMITTEES

Section 1. BOARD COMMITTEES

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one (1) or more committees each of which shall consist of one (1) or more Directors and interested non-Directors appointed pursuant to Article XII, to serve at its pleasure and to have such powers and perform such functions as may be assigned to them. The resolution designating a committee shall set forth the composition and responsibilities of any such committee.

Section 2. OTHER COMMITTEES

Other committees, ad hoc committees and task forces may be established by the Board of Directors or the Chairperson from time to time. They shall make recommendations to the Board of Directors, a committee of the Board of Directors or the Chairperson and perform such other functions as requested, but shall not be empowered to act on behalf of the Board of Directors.

Section 3. CATHOLIC IDENTITY COMMITTEE

There is hereby established, as a permanent, standing committee of the Board of Directors, a Catholic Identity Committee. The Catholic Identity Committee shall be composed of at least three (3) persons appointed by the Chairperson. The Catholic Identity Committee's prime focus is the oversight of the Corporation's engagement in a Catholic identity assessment (comprised of affirmations and recommendations) which occurs every other year and is administered through the Office of Catholic Education and Formation of the Archdiocese of St. Louis, as the Member's representative, for review and approval by the Member.

Section 4. GOVERNANCE COMMITTEE

There is hereby established, as a permanent, standing committee of the Board of Directors, a Governance Committee who shall nominate to, for election by, the Board of Directors, all Elected Officers and all members of the Board of Directors, subject to the provisions of Article V, and perform such other tasks as may be assigned to it by the Board of Directors or the Chairperson from time to time. No more than one Elected Officer shall be a voting member of the Governance Committee. They shall make such recommendations to the Board of Directors, or the Chairperson and perform such other functions as requested of it, but shall not be empowered to act on behalf of the Board of Directors.

Section 5. FINANCE COMMITTEE

There is hereby established, as a permanent, standing committee of the Board of Directors, a Finance Committee. The Finance Committee shall be composed of at least three (3) persons appointed by the Chairperson. The Treasurer shall be the Chair of the committee. The Finance Committee is consultative in nature, and shall review the budget of income and expenditures and review and approve financial statements for the auditor. The Finance Committee, itself or through subcommittees also assists in providing recommendations to the Directors in the areas of development, audit and as requested.

ARTICLE IX

OFFICERS

Section 1. OFFICERS OF THE CORPORATION

The Corporation shall have a President, Secretary and Treasurer. The Board of Directors may elect such subordinate officers as it deems necessary to serve for such period and have such authority and perform such duties as the Board of Directors may authorize.

Section 2. ELECTION OF OFFICERS

Upon nomination by the Governance Committee, the Officers, except for the President, (hereafter referred to as the "Elected Officers") shall be elected from among the members of the Board of Directors by a majority vote of the Board of Directors at its annual meeting, and shall serve for a two (2) year term and until their successors are duly elected and shall qualify. Elected Officers may not be elected to the same office for successive terms. Any Elected Officer may be removed from office at any time by a vote of the majority of the entire Board of Directors. A vacancy in any office of an Elected Officer caused by death, resignation, removal or otherwise may be filled by the Board of Directors for the unexpired term.

Section 3. PRESIDENT

The President shall be appointed and or removed by the Board of Directors of the Corporation with the approval of the Member.

ARTICLE X

DUTIES OF OFFICERS

Section 1. PRESIDENT

- (a) The President shall be the chief executive officer of the Corporation, *ex officio*, with vote.
- (b) The President shall execute on behalf of the Corporation deeds, mortgages, bonds, contracts or other instruments which the Board of Directors or Member have authorized to be executed, except where the execution thereof shall be expressly delegated to another officer or agent of the Corporation or shall be required by law to be otherwise executed.
- (c) The Board of Directors and the President shall work cooperatively in respect to their various roles in the governance and operation of the Corporation and in carrying out the purposes of the Corporation.

(d) The President shall be responsible for the management of the Corporation subject to the directions of the Member and the policies and directives adopted by the Board of Directors, provided that in case of conflict the directions of the Member shall prevail.

Section 2. SECRETARY

The Secretary shall record or cause to be recorded the minutes of all Meetings of the Board of Directors, shall be the custodian of the Corporation records and shall deliver the corporate records to his or her successor in office. The Secretary shall have other such duties as may be assigned by the Board of Directors.

Section 3. TREASURER

The Treasurer of the Corporation shall oversee the financial condition of the Corporation and shall report to the Board of Directors at all meetings thereof concerning the financial condition of the Corporation. The Treasurer shall have such other duties as may be assigned by the Board of Directors. The Treasurer shall not have management responsibility for the financial operations of the Corporation.

ARTICLE XI

BOARD CHAIRPERSONS

Section 1. BOARD CHAIRPERSONS

The Board of Directors shall have a Chairperson and a Vice-Chairperson.

Section 2. ELECTION OF BOARD CHAIRPERSONS

Upon nomination by the Governance Committee, Board Chairpersons, shall be elected from among the members of the Board of Directors by a majority vote of the Board of Directors at its annual meeting, and shall serve for a two (2) year term and until their successors are duly elected and shall qualify. Any Board Chairperson may be removed from office at any time by a vote of the majority of the entire Board of Directors. A vacancy of any Board Chairperson caused by death, resignation, removal or otherwise may be filled by the Board of Directors for the unexpired term.

Section 3. REMOVAL OF BOARD CHAIRPERSONS BY MEMBER

The Board Chairpersons shall be subject to removal by the Member.

ARTICLE XII

DUTIES OF BOARD CHAIRPERSONS

Section 1. CHAIRPERSON

The Chairperson shall preside at all meetings of the Board of Directors. The Chairperson shall appoint members of all committees. The Chairperson shall perform all duties incident to the office of the Chairperson as may be assigned by the Board of Directors.

Section 2. VICE CHAIRPERSON

The Vice Chairperson shall perform the duties and exercise the powers delegated by the Board of Directors or the Chairperson and shall preside at any meeting of the Board of Directors at which the Chairperson is not present.

ARTICLE XIII

INDEMNIFICATION

Each Member, Director or Officer of the Corporation, hereinafter collectively referred to as "Covered Persons" and his or her heirs and legal representatives, shall to the extent permitted and in accordance with standards and procedures contained in R.S.Mo. §355.476, be indemnified and held harmless by the Corporation against any claims, demands, liabilities, expenses, counsel fees and costs reasonably incurred by him or her, his or her estate or his or her heirs in connection with, related to, or arising out of any action, suit, proceeding or claim in which he or she is made a party by reason of his or her being, of having been, such Covered Person; provided, that in no case shall the Corporation indemnify and hold such Covered Person harmless with respect to any matters as to which he or she is liable for malfeasance in the performance of his or her duties as such Covered Person. The indemnification herein provided shall also apply to any amount paid in compromise of any action, suit, proceeding or claim asserted against such Covered Person (including expenses, counsel fees and costs reasonably incurred in connection therewith) provided the Board of Directors shall have first approved such proposed compromise settlement, but in taking such action any Director involved shall not be qualified to vote thereon. In determining whether or not a Covered Person was liable for malfeasance in relation to such matters, the Board of Directors may rely conclusively upon an opinion of independent legal counsel selected by the Board of Directors.

Additionally, the Corporation may provide indemnification to any Covered Person or other employee or agent of the Corporation to the extent permitted by R.S.Mo. §355.476 and as the same may be amended.

The right of indemnification herein provided shall not be exclusive of any other rights to which such Covered Person may be lawfully entitled.

ARTICLE XIV

FISCAL YEAR

The fiscal year of the Corporation shall be July 1 to June 30.

ARTICLE XV

STATEMENT OF RACIAL NONDISCRIMINATION

The Corporation shall not discriminate against students on the basis of race.

ARTICLE XVI

AMENDMENT

These Bylaws may be amended by the Member or by a resolution adopted by a majority vote of the Directors which resolution shall set forth the proposed amendment and direct that it be submitted to the Member for approval provided that any such amendment to these Bylaws shall not be effective until approved by the Member.