THE BYLAWS OF
MARIANIST EDUCATIONAL MINISTRIES
A Public Juridic Person Within the Roman Catholic Church

PURPOSE

The purpose of Marianist Educational Ministries is to embody the teaching ministry of Jesus Christ through the canonical ownership, management and governance of Catholic institutions of education which have been founded and or formally sponsored by the Marianist Province of the United States, a religious institute of pontifical right, referred to as the "Founding Institute." These educational institutions, referred to as "sponsored organizations," have been heretofore overseen by the Founding Institute in keeping with the charism of Blessed William Joseph Chaminade who established the Society of Mary (Marianists) in 1817. That charism has been interpreted to mean that these sponsored organizations "educate for formation in faith, provide an integral, quality education, educate in family spirit, educate for service, justice, peace and the integrity of creation and educate for adaptation and change" (*Characteristics of Marianist Education 2020, Page 12).* With the establishment of Marianist Educational Ministries as its own public juridic person within the Church, it is the intent of the Founding Institute to hand over its rights and responsibilities as the prior canonical sponsor of these ministries to a new canonical sponsor, Marianist Educational Ministries to ensure that, within their Roman Catholic and Marianist identity, the charism of Blessed William Joseph Chaminade continues in perpetuity at the sponsored organizations.

ARTICLE ONE

MEMBERSHIP

Section 1. The Members of Marianist Educational Ministries shall consist of a Collegium of no fewer than seven (7) nor more than eleven (11) individuals known as Members.

Section 2. These Members shall be the Provincial of the Marianist Province of the United States, the Superior General of the Society of Mary (Marianists) or his representative from the General Council, and such other individuals as may be designated from time to time to serve as Members by the Provincial and his council of the Marianist Province of the United States or its successor public juridic person.

TEXTUS APPROBATUS

Romae, die 25-07-2026

P. Ditzfinnérezano
Sottosegretario

DICASTERO ISTITUTI VITA CONS. E SOC. VITA APOSTOLICA

Section 3. Ongoing support of the teachings of the Catholic Church and an understanding and commitment to the charism of the Society of Mary (Marianists) shall be necessary criteria in the selection of Members.

Section 4. At least 75% of the Members must be believing and practicing Members of the Roman Catholic Church.

ARTICLE TWO

FORMATION OF MEMBERS

Section 1. All Members shall be required to participate in an initial formation process developed and conducted for Marianist Educational Ministries by the Marianist Province of the United States, or its successor public juridic person. Subsequently, each year, all Members shall also be required to attend at least one formal formation program prepared by the Marianist Province of the United States or its successor public juridic person. This initial and annual formation program may he held in concurrence with one of the regular meetings of the Members.

Section 2. From time to time, there will be new developments, contemporary understandings, actions, and or activities around the Marianist charism, spirituality, educational philosophy, pedagogy, and administration that will be disseminated through general chapters of the Society of Mary or provincial chapters of the Marianist Province of the U.S. (or its successor) and or circulars from the General Council of the Society of Mary and provincial councils of the Marianist Province of the U.S. or its successor. Members of the Collegium will take cognizance of these developments and promote the appropriate dissemination within the sponsored institutions for study, review and action.

ARTICLE THREE

TERMS

Section 1. The Members who hold office as a Member ex officio shall serve as Members as long as they hold the office which entitles them to Membership. All other Members shall serve for three-year terms. A Member shall not serve for more than three (3) consecutive terms. A Member may be reconsidered for appointment after a one (1) year's absence from service as a Member.

Section 2. Any Member, excluding ex officio Members, may resign at any time by giving written notice to the President or the Executive Director. Such resignation is effective upon receipt unless it is specified to be effective at some other date.

Section 3. Any Member, excluding ex officio Members, may be removed at any time when, in the sole determination of the Provincial and his council of the Marianist

Province of the United States, or its successor public juridic person, that Member is no longer able or unwilling to fulfill the purposes of Marianist Educational Ministries.

Section 4. Vacancies in the Membership, however occurring, are filled in accord with these Bylaws.

ARTICLE FOUR

OFFICERS

Section 1. The Provincial of the Marianist Province of the United States shall serve as President, ex officio, of the Collegium. The remaining officers shall be a Vice-President and Treasurer of Marianist Educational Ministries, whom shall be elected by a majority vote of the Members present at the annual meeting.

Section 2. The term of office for the President shall be coterminous with his service as Provincial of the Marianist Province of the United States. The term of office for the Vice President and Treasurer shall be three (3) years renewable twice for a maximum of nine (9) years.

Section 3. The President shall have all the duties which that position would customarily require, including setting the dates for and chairing the meetings of the Members, recommending the creation of committees and appointment of Members to serve on committees and all other duties assigned to the President by the Members, the Canonical Statutes of Marianist Educational Ministries or these Bylaws.

Section 4. The Vice-President replaces the President when the latter is unable to fulfill the duties of the office and shall have such further duties as may be assigned by the President.

Section 5. The Treasurer shall have general supervision of all funds of Marianist Educational Ministries and shall carry out the responsibilities pertaining to the administration of ecclesiastical goods as stated in the Code of Canon Law. The Treasurer shall render to the Members, upon request, a complete report of financial transactions. The Treasurer shall perform such other duties as may be assigned by the President.

Section 6. In place of a Secretary, the Members shall engage an Executive Director who shall be employed under contract to Marianist Educational Ministries. Ordinarily, the Executive Director is not a Member of the Collegium. The Executive Director shall carry out the role of what is normally referred to as a recording secretary, plus such additional duties as shall be assigned to this position by the President. He or she shall cause to be kept the minutes of all meetings of the Members. He or she shall be responsible for the giving of proper notice of all meetings of the Members and, in general, shall perform all duties incidental to the office of Recording Secretary in addition to his/her other assigned duties. In filling this position, preference will be given to qualified, vowed

Members of the Society of Mary or Daughters of Mary Immaculate. Both appointment to and removal from this position is done with the approval of the President of the Collegium.

Section 7. Officers may resign at any time by filing a written resignation with the President or Executive Director. Officers (excluding the President) may be removed by a majority vote of the Members at any time.

Section 8. Any vacancy in the office of Vice-President or Treasurer, however occurring, may be filled by a vote of the Members. Any officer so elected shall hold office for the unexpired term of the officer he or she replaced.

ARTICLE FIVE

RESERVATION OF POWERS, DUTIES, AND RIGHTS OF MEMBERS

Section 1. The powers, duties and rights reserved to the Members of Marianist Educational Ministries shall be the following list. When, pursuant to the following list, a sponsored entity needs the ratification/approval of the Members of the Collegium before it may act, it is understood that such ratification/approval by the Members of the Collegium shall not be unreasonably withheld:

(a) To approve any change in the fundamental philosophy, mission, ethical and religious standards and expression of Catholic identity and or Marianist identity, of any sponsored organization; pursuant to this power the Members will uphold the purpose of the public juridic person, ensure its fidelity to the teachings and law of the Roman Catholic Church and ensure that its activities and apostolic works are conducted in a manner consistent with the teachings and law of the Roman Catholic Church;

(b) Upon recommendation of the Board of Trustees/Regents/Directors of any sponsored organization, to approve any amendment to or the repeal of any charter documents (e.g., Articles or Certificate of Incorporation or Organization and Operating Agreement or equivalent document) of any sponsored organization;

(c) To amend or to approve the amendment of the corporate bylaws of any sponsored organization (where "corporate bylaws" refers to the sponsored organization's corporate-level bylaws, code of regulations or comparable document), upon recommendation or in consultation with the Board of Trustees/Regents/Directors of any sponsored organization; any such consultation must meet the requirements of Canon 127 on seeking the advice of a body of persons;

(d) To approve candidates for the Board of Trustees/Regents/Directors of any sponsored organization and to remove Trustees/Regents/Directors of any sponsored

organization upon recommendation of the Board of Trustees/Regents/Directors of the sponsored organization;

(e) To approve nominations for President of any sponsored organization and to approve the removal of the President of any sponsored organization;

(f) To appoint or to remove, in coordination with the President of each sponsored organization, the Vice-President for Mission and/or Rector of each sponsored organization. Preference for such position will be given to qualified, vowed Members of the Society of Mary or Daughters of Mary Immaculate. Both appointment to and removal from this position must be done in conjunction with the Provincial and his Council of the Marianist Province of the United States.

(g) To approve the addition of other Marianist sponsored educational institutions, including at the primary and/or secondary level, as sponsored organizations of this public juridic person as contemplated under Article Nine of the Canonical Statutes of Marianist Educational Ministries;

(h) To approve any change in the reserved powers provided to Marianist Educational Ministries under and as provided pursuant to the Articles of Incorporation, Bylaws or equivalent documents of any sponsored organization;

(i) To approve any transaction or other action by any sponsored organization through which such entity would incur or assume indebtedness in excess of amounts as set in the bylaws for each sponsored organization;

(j) To approve the acquisition of assets in excess of the amount set by the corporate bylaws, code of regulations or comparable document for each sponsored organization;

(k) To approve the alienation of stable assets in excess of the amount set from time to time by the Members of the Collegium for each sponsored organization.

(l) To receive and review audited financial statements of each sponsored organization within six months of the close of the sponsored organization's fiscal year;

(m) To receive and review any change to the sponsored organization's strategic direction that may reasonably be considered as materially affecting the sponsored organization's Catholic and Marianist identity, prior to its submission to the organization's Board of Trustees/ Regents/Directors for approval;

(n) To approve any merger of any sponsored organization with any entity in which the sponsored organization is not the surviving entity or the Catholic Marianist character of the sponsored organization would fundamentally change as a result of the merger upon the affirmative vote of two-thirds (2/3) of the Members of the Collegium including the affirmative vote of its President;

(o) To approve the dissolution of any sponsored organization and the final disposition of its assets consistent with the dissolution provisions of the articles of incorporation of the sponsored organization;

(p) To conduct periodic assessments of all mission related activities of any sponsored organization, including the formation of Trustees/ Regents/Directors and other senior leadership of any sponsored organization;

(q) To commission the preparation of the annual report of Marianist Educational Ministries and, after review and approval, present it to the General Council of the Society of Mary and to the Apostolic See;

(r) To purchase and maintain in effect the normal Directors and Officers insurance so as to protect and indemnify the Members, officers and employees of Marianist Educational Ministries from all civil liability (including legal defense fees) in any way related to or alleged to be related to the good faith performance of their duties as Members, officers or employees;

(s) To ask the Apostolic See for the division, merger, or suppression of Marianist Educational Ministries consistent with the provisions of Article Ten of the canonical Statutes of Marianist Educational Ministries;

(t) To take action which the Members of the Collegium deem necessary to carry out any of the above listed powers, duties and rights;

Section 2. The sponsored organizations shall continue to have, and shall always have, the opportunity to have a collegial consultation with the Members of Marianist Educational Ministries on any such decision.

(a) In keeping with core values of the Society of Mary as expressed in *Principal Characteristics of Marianist Administration* (Adopted by Society of Mary General Council in 2013) - to promote active collaboration, dialogue, and communal discernment - the Members of Marianist Educational Ministries are cognizant and respectful of the separate roles and responsibilities of both the Members and the sponsored organizations. The Members will always strive to work together with the sponsored organizations to ensure that the sponsorship relationship is "marked by mutual respect, patience, openness, trust, cooperation, attentiveness, courtesy, amiability, and collegiality." *Principal Characteristics of Marianist Administration* (Page 10).

(b) If a disagreement between the Members and a sponsored organization arises over whether a particular action is within the Members' Article V, Section 1 powers, duties, and rights, the Members shall seek to resolve the disagreement through a collaborative spirit, respectful dialogue, and prayerful discernment.

Section 3. The rights and duties of the Members of Marianist Educational Ministries specified in Section One and Section Two above must be included in the corporate bylaws (or equivalent document) of any sponsored organization.

ARTICLE SIX

MEETINGS

Section 1. Meetings of the Collegium of Members of Marianist Educational Ministries shall be held at least three (3) times a year at regular intervals as designated by the President of the Members. One of these meetings shall be designated as the annual meeting. At other times, special meetings must be held when so requested of the President in writing by a majority of the Members or at the initiative of the President.

Section 2. The presence of a majority of the Members shall constitute a quorum for the transaction of business at any meeting of Marianist Educational Ministries.

Section 3. The affirmative vote of a majority of Members present at a meeting of the Members at which a quorum is present shall be the act of the Members, unless the act of a greater number is required under these Bylaws or the Canonical Statutes of Marianist Educational Ministries.

Section 4. Members may participate in any meeting of the Members by means of conference telephone or similar communications equipment, provided that all persons participating in the meeting can hear one another. Participation in this manner shall constitute presence at a meeting.

Section 5. Notices of meetings for Marianist Educational Ministries shall follow the requirements as specified in Canon 166 of the 1983 Code of Canon Law or any subsequent similar legislation.

ARTICLE SEVEN

TEMPORAL GOODS

Section 1. The property, both real and personal, of Marianist Educational Ministries, and of its sponsored organizations, is Church property within the meaning of Canon 1257, S 1, of the 1983 Code of Canon Law and shall be subject to then applicable Code of Canon Law.

Section 2. The Finance Committee of Marianist Educational Ministries, as required by Canon 1280 of the 1983 Code of Canon Law, shall be appointed by the President of Marianist Educational Ministries with the approval of the Members. It shall fulfill all of

the functions and obligations of the finance committee of a public juridic person. At least one Member of this committee must be a Member of Marianist Educational Ministries.

ARTICLE EIGHT

COMMITTEES

Section 1. In addition to a Finance Committee, as required by canon law, the Members by majority vote may establish other standing or special committees as needed. The Members shall define the rights and responsibilities of such committees. The President, with the approval of the Members, shall appoint those persons who shall serve on such committees. At least one (1) Member of Marianist Educational Ministries must be a Member of each committee. All other persons need not be Members of the Collegium of Members.

ARTICLE NINE

AMENDMENTS TO BYLAWS

Section 1. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two-thirds (2/3) vote of the Members of Marianist Educational Ministries. Any such Bylaw change will not be effective unless and until it is approved in writing by the Provincial of the Marianist Province of the United States, or its successor public juridic person. Final approval is reserved to the Dicastery for Institutes of Consecrated Life and Societies of Apostolic Life.

Section 2. Any change to these Bylaws must be in conformity with the then applicable canon law of the Roman Catholic Church. Any change to these Bylaws not in such conformity is null and void.

EXHIBIT A

Can. 127

§1. When it is established by law that in order to place acts a superior needs the consent or advice of some college or group of persons, the college or group must be convoked according to the norm of can. 166 unless, when it concerns seeking advice only, particular or proper law provides otherwise. For such acts to be valid, however, it is required that the consent of an absolute majority of those present is obtained or that the advice of all is sought.

§2. When it is established by law that in order to place acts a superior needs the consent or advice of certain persons as individuals:

(a) if consent is required, the act of a superior who does not seek the consent of those persons or who acts contrary to the opinion of all or any of them is invalid;

(b) if advice is required, the act of a superior who does not hear those persons is invalid; although not obliged to accept their opinion even if unanimous, a superior is nonetheless not to act contrary to that opinion, especially if unanimous, without a reason which is overriding in the superior's judgment.

§3. All whose consent or advice is required are obliged to offer their opinion sincerely and, if the gravity of the affair requires it, to observe secrecy diligently; moreover, the superior can insist upon this obligation.

Can. 166

§1. The person presiding over a college or group is to convoke all those belonging to the college or group; the notice of convocation, however, when it must be personal, is valid if it is given in the place of domicile or quasidomicile or in the place of residence.

§2. If anyone of those to be convoked was overlooked and for that reason was absent, the election is valid. Nevertheless, at the instance of that same person and when the oversight and absence have been proved, the election must be rescinded by the competent authority even if it has been confirmed, provided that it is evident juridically that recourse had been made at least within three days from the notice of the election.

§3. If more than one-third of the electors were overlooked, however, the election is null by the law itself unless all those overlooked were in fact present.

Can. 638

§ 1. Within the scope of universal law, it belongs to proper law to determine acts which exceed the limit and manner of ordinary administration and to establish what is necessary to place an act of extraordinary administration validly.

§2. In addition to superiors, the officials who are designated for this in proper law also validly incur expenses and perform juridic acts of ordinary administration within the limits of their function.

§3. For the validity of alienation and of any other affair in which the patrimonial condition of a juridic person can worsen, the written permission of the competent superior with the consent of the council is required. Nevertheless, if it concerns an affair which exceeds the amount defined by the Apostolic See for each region, or things given to the Church by vow, or things precious for artistic or historical reasons, the permission of the Apostolic See itself is also required.

Can. 1257

§1. All temporal goods which belong to the universal Church, the Apostolic See, or other public juridic persons in the Church are ecclesiastical goods and are governed by the following canons and their own statutes.

Can. 1280

Each juridic person is to have its own finance council or at least two counselors who, according to the norm of the statutes, are to assist the administrator in fulfilling his or her function.

