

2017

1.3 The Corporate Structure of Saint Mary's College

Saint Mary's College of California

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Recommended Citation

Saint Mary's College of California (2017) "1.3 The Corporate Structure of Saint Mary's College," *Faculty Handbook*: Vol. 2017 , Article 7.

Available at: <http://digitalcommons.stmarys-ca.edu/faculty-handbook/vol2017/iss1/7>

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1.3 THE CORPORATE STRUCTURE OF SAINT MARY'S COLLEGE OF CALIFORNIA

The Articles of Incorporation of Saint Mary's College of California indicate that the College has been established for the purpose of maintaining a college of learning for the Liberal Arts, Catholic and Lasallian education of men and women. In addition to the Articles of Incorporation, the Bylaws of Saint Mary's College of California, as amended and restated from time to time, inform the structure and management of the College.

1.3.1 THE CORPORATION

Saint Mary's College of California is a California nonprofit public benefit corporation with Members. The Board of Trustees is responsible for the oversight of the management of the College, while the Members, made up of 15 Brothers of the Christian Schools, hold certain reserved powers. The Members are appointed by the Brother Visitor to three-year terms, and at least two-thirds must be on the faculty or administration of the College. The Members have the sole and exclusive power and authority to:

- consent to amendment of Articles of Incorporation;
- repeal the bylaws of the Corporation and adopt new Bylaws;
- consent to any amendments to the Bylaws which adversely affect the rights of Members;
- consent to dissolution of the Corporation;
- consent to merger of the Corporation or sale of all or substantially all of its assets.

The Members conduct a regular meeting once every three years. Special meetings may be called by the Board of Trustees, by the chairperson of the Board, by the President, by the Brother Visitor, or by any one Member.

1.3.2 THE BOARD OF TRUSTEES

The governance of the College is ultimately entrusted to the Board of Trustees. The number of Trustees shall be fixed at 32, of whom not less than six nor more than ten shall be professed religious of the Brothers of the Christian Schools. Members by right are the Brother Visitor and the President of the College. The other members of the Board are elected by the Board to three-year terms. No Trustee shall hold office for more than three (3) successive terms except, (a) a Trustee in the final two years of the Trustee's third consecutive term who is nominated and elected or reelected to serve as Chairperson of the Board, or (b) those Trustees who hold office ex-officio. A person who has served as a Trustee for three (3) successive terms may be elected to serve again after the expiration of one (1) year. In addition to the 25 members of the Board, there are seven participants to the Board, the President of the Alumni Association, the elected faculty representative of the College, the chairperson of the Staff Council, two (2) Christian Brothers who serve at the College and are members of the Saint Mary's or Joseph Alemany Communities, respectively, the President of the Board of Regents and the President of the Associated Students of Saint Mary's College. The participants share in the non-executive and non-privileged deliberations of the Board, serve on committees, but are not entitled to vote.

The Board must hold one meeting per year, in May or June, but may meet as often as needed. Special meetings may be called by the Chairperson of the Board of Trustees or the President or at the written request of eight (8) Trustees.

1.3.3 THE BOARD OF REGENTS

The Board of Regents is comprised of the College's strongest advocates, ambassadors and benefactors. Board members bring external experiences, talents, skills and relationships that serve to advance the College and they are eager to be knowledgeable about and engaged in the life of the College. Regents are directly involved in the College's fund-raising, outreach and community relations efforts, and are without governance responsibilities. The Board of Regents is composed of not more than 35 nor less than 25 members. The regular members are nominated by the Regents' Nominating Committee and elected by the Board of Regents to three-year terms renewable twice (a maximum of nine years). The Board of Regents meets three times annually and is managed by the Vice President for Advancement. Special meetings may be called as circumstances require, as outlined by the Bylaws.

1.3.4 THE OFFICERS OF THE COLLEGE

The Bylaws of Saint Mary's College of California specify several Officers of the College, and grant broad executive and administrative authority to the President of the College summarized as follows:

President of the College: The President shall be the chief executive officer and general manager of Saint Mary's College.

The President may sign and execute, in the name of the Corporation, any instrument authorized by the Board of Trustees, except when the signing and execution thereof shall have been expressly delegated by the Board of Trustees or by the Bylaws to some other officer or agent of the Corporation. The President shall have all of the general powers and duties usually vested in the president of a corporation, and shall have such other powers and duties as may be conferred upon him from time to time by the Board of Trustees or the Bylaws.

The President shall be responsible for the College in all its departments. To assist him in management, he shall have the right to employ the Provost and one or more Vice Presidents, provided the office is approved by the Board of Trustees. The President shall have the discretion to prescribe the duties of the Provost and the Vice Presidents and other officers and employees of the College in a manner not inconsistent with the provisions of the Bylaws and the directions of the Board of Trustees.

The President shall report to the Board of Trustees at each regular meeting on problems and progress of the College and shall make an annual report to the Board on the operation and condition of the College.

Provost and Vice Presidents: The Provost and Vice Presidents, whose offices must be approved by the Board of Trustees and who serve at the pleasure of the President, shall have such powers and perform such duties as may be prescribed for them from time to time by the President or pursuant to the Bylaws.

Secretary: The Secretary shall be a member of the Board of Trustees and shall serve for a two-year term.

The Secretary shall exercise such powers and perform such duties as are usually vested in the office of secretary of a corporation, and exercise such other powers and perform such

other duties as may be prescribed from time to time by the Board of Trustees or by the Bylaws.

Vice President for Finance and Administration: The Vice President for Finance and Administration shall exercise such powers and perform such duties as are usually vested in the office of chief financial officer of a corporation, and exercise such other powers and perform such other duties as may be prescribed by the Board of Trustees or the Bylaws.