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1.3 The Corporate Structure of Saint Mary's College

Saint Mary's College of California

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1.3. THE CORPORATE STRUCTURE OF SAINT MARY'S COLLEGE

The current Articles of Incorporation of Saint Mary's College (1938) established the College "for the instruction and Christian education of young men", a purpose since enlarged to include women. The structure of the College is determined by the Bylaws of Saint Mary's College of California, most recently revised in 1989. The following section, including the parts entitled The Corporation, The Trustees, and The Regents, is summarized from the Bylaws, a full copy of which is available in the office of the President.

1.3.1. The Corporation

Saint Mary's College of California is legally owned by a corporation of fifteen members of the Brothers of the Christian Schools. Members by right are the Brother Visitor [i.e., the Provincial of the San Francisco District of the Christian Brothers], and the President of the College. The other members of the Corporation 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 of the Corporation have the sole and exclusive power and authority to:

- (a) consent to amendment of articles of incorporation
- (b) repeal the bylaws of the corporation and adopt new bylaws
- (c) consent to any amendments to the bylaws which adversely affect the rights of members
- (d) consent to dissolution of the corporation
- (e) consent to merger of the corporation or sale of all or substantially all of its assets.

A regular meeting of the Corporation is held 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, composed of fifteen members, not less than six nor more than eight of whom must be Christian Brothers. 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 may hold more than three successive terms except Trustees by right of office. In addition to the fifteen members of the Board, there are three participants to the Board, the President of the National Alumni Association, the appointed faculty representative of the College, and the President of the Associated Students of Saint Mary's College. The participants share in the deliberations of the Board, serve on committees, but are not entitled to vote.

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1.3.2. The Board of Trustees (continued)

The Board must hold one meeting per year, in May or June, but may meet as often as needed. A meeting may be called by the Chairperson or President, and must be called at the written request of five Trustees. In recent years the Board has met five or six times annually.

1.3.3. The Board of Regents

The Board of Regents role is advisory to the Board of Trustees and the Officers of the College. The Board of Regents is composed of not more than fifty-five nor less than twenty-five members. The regular members are nominated by the Regents' Nominating Committee and elected by the Board of Regents to five-year terms. In addition to the regular members of the Board, there are ex-officio members who are the President, the Vice Presidents, the President of the National Alumni Association of Saint Mary's College, and the President of the Graduate Business Alumni Association of the College.

The Board of Regents meets four times annually. 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 (1989) specify several Officers of the College, and grant broad executive and administrative authority to the President of the College 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 these 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 these 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 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 Vice

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1.3.4. The Officers of the College (continued)

Presidents and other officers and employees of the College in a manner not inconsistent with the provisions of these 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.

Vice Presidents

The 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 these 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 these Bylaws.

Chief Financial Officer

The Chief Financial Officer 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 these Bylaws."