BY-LAWS
OF THE
COLLEGE OF ST. FRANCIS
JOLIET, ILLINOIS

As Adopted by the
Board of Trustees on December 2, 1971
BY-LAWS

OF

COLLEGE OF ST. FRANCIS, JOLIET, ILLINOIS

ARTICLE I

Name, Location and Purposes

Section 1. **Name.** The legal name of the corporation is the College of St. Francis and it was sponsored by and is affiliated with, but not a subsidiary of, the Congregation of the Third Order of Saint Francis of Mary Immaculate of Joliet, an Illinois corporation.

Section 2. **Location.** The location of the principal office of the corporation is in Joliet, Illinois.

Section 3. **Purposes.** The purpose of the corporation as expressed in its charter is to provide and maintain a college to further higher education and academic scholarship on the collegiate level within a value dimension involving the whole person through such curricula as shall be established by the Board of Trustees and the faculty of the college.

Section 4. **Purpose of these By-Laws.**

1. To establish board policies.

2. To set up standing rules and regulations by which the board will govern itself and the corporation.

3. To make provisions for delegated powers.

4. To establish procedures so that there will be assured to the board and the institution a stable and orderly government.
5. To provide for definition, clarification and rights of members of the corporation and limitations thereon.

ARTICLE II

Members

Section 1. Number and Election. There shall be one member of the corporation which shall be the Congregation of the Third Order of Saint Francis of Mary Immaculate of Joliet, an Illinois corporation.

Section 2. A member of the corporation shall have no voting rights nor any voice in the establishment of policies, management or operation of the corporation or in the implementation of the purposes of said corporation, all of which rights are reserved to the Board of Trustees; provided, however, that nothing herein contained shall be taken to limit or restrict the voting rights in the establishment of policies, management and operation of the corporation or their implementation of any duly elected trustee in his capacity as trustee.

ARTICLE III

Board of Trustees

Section 1.

A. Constituents. The Board of Trustees are constituted as and shall have and exercise all of the powers, rights and privileges prescribed by law to be vested in the Board of Directors, and said Board of Trustees under such name and appellation shall be the Board of Directors of the college and each trustee under such name as
trustee of the college shall have and exercise all the powers, rights
and privileges as a director.

B. The power and responsibility for the establishment
of policies, management and conduct of the College of St. Francis
shall be solely vested in its Board of Trustees.

C. The number of trustees shall be fixed at not less
than sixteen nor more than twenty-four in each corporate year at the
annual meeting of the Board of Trustees at which they are elected by
those trustees constituting the prior board and no more than one-fourth
of the total number of trustees so fixed shall be elected in any
corporate year, except that at the first election after the adoption
of these by-laws up to the full number of trustees so fixed may be
elected. The trustees elected at any annual or other meeting shall
each be elected by a majority vote of the electing Board of Trustees,
provided however, that one-fourth of the trustees elected at any
annual meeting may be nominated by the Congregation of the Third
Order of Saint Francis of Mary Immaculate of Joliet, an Illinois
corporation.

Section 2. Term. Each trustee serving on the date of the
adoption of these by-laws shall serve as trustee until the next
succeeding annual meeting of the Board of Trustees or until his
resignation, removal or disqualification. Each trustee thereafter
elected by the trustees shall be elected for a one, two, three or
four year term in order that as nearly as may be the terms of
one-fourth of the trustees shall expire each year. Subject to law,
to the charter and to the other provisions of these by-laws, each
trustee shall hold office until the expiration of his term and until
his successor is chosen and qualified or until he sooner dies,
resigns, is removed or becomes disqualified.

Section 3. Eligibility. The Board of Trustees reserves to
itself the sole right to determine the qualifications of any person
to act or serve on the Board of Trustees and the right at any time
to remove any trustee by two-thirds vote of the entire number of
trustees then in office, when in their judgment he shall be rendered
incapable by age or otherwise of discharging the duties of his office
or shall neglect or refuse to perform the same, or shall otherwise, in
the sole discretion of the Board of Trustees, be determined to be
disqualified to act. No trustee who has served as trustee for
four (4) consecutive years shall be elected or re-elected until a
full year has elapsed since the expiration of the last of said
consecutive years.

Section 4. Resignation. Any trustee may resign at any time
by delivering a written resignation to the Chairman of the Board of
Trustees or to the Secretary.

Section 5. Powers. The Board of Trustees shall have and
may exercise, subject to the Articles of Incorporation, all the powers
of members and all the powers of the corporation. Without limiting the
generality of the foregoing the Board of Trustees shall have all
the powers of Directors and shall have general supervision and control
over the property and affairs of the corporation; shall formulate and
oversee the educational and fiscal policies of the College of St.
Francis; shall elect or appoint all officers of the corporation,
including the President of the College of St. Francis and shall appoint
all other officers of instruction and administration of the College of
St. Francis, and determine their duties and responsibilities, tenure,
conditions of employment and their remuneration; shall make and
may from time to time change rules and regulations to insure the good
government of the College of St. Francis, including procedures for
enforcement and penalties for violation, shall fix all tuition and
other fees and charges and shall confer all honors and degrees.

Section 6. Committees. In addition to an executive and finance
committee, the Board of Trustees may from time to time appoint other
committees either as standing or special committees. All committees
appointed by the Board shall have such powers as shall be delegated
to them and shall assume such duties and responsibilities as shall
be specified by board resolution.
ARTICLE IV
Meetings of the Board of Trustees

Section 1. **Annual Meeting.** The annual meeting of the Board of Trustees shall be held on the second Monday in November of each year; (or if a legal holiday, on the next succeeding day not a legal holiday) at 7:30 o'clock, P.M. The purposes for which an annual meeting is to be held, in addition to those prescribed by law and by these by-laws, may be specified by the Chairman or by the President of the College, or by any four (4) or more trustees. If the annual meeting is not held on the day herein provided for, a special meeting may be held in lieu thereof, and all business transactions and all elections held at such meeting shall have the same effect as if transacted or held at an annual meeting. Unless otherwise stated in the Notice of the Meeting, all meetings shall be held at the principal office of the College of St. Francis, in the City of Joliet, Illinois.

Section 2. **Regular Meetings.** Regular meetings of the Board of Trustees may be established and the time and place thereof fixed by resolution of the Board of Trustees. No notice of regular meeting shall be required if the time and place thereof shall have previously been furnished in writing to all the trustees, and any notice of regular meeting which is given need not state the purpose or purposes thereof unless otherwise required by law or by these by-laws.
Section 3. Special Meetings. Special meetings of the Board of Trustees shall be held when called by the Chairman of the Board of Trustees, the President of the College, or by any four (4) or more trustees, reasonable notice thereof (not less than three (3) days) being given to each trustee by the Secretary, or, in the event of the death, absence, incapacity or refusal of the Secretary, by the Chairman, the President of the College or by the trustees calling the meeting, or at any time without call or formal notice, provided all the trustees are present or waive notice thereof by a writing which is filed with the records of the meeting. The notice hereinafore prescribed shall be given in writing and shall be considered sufficiently served if sent by mail or by telegram, addressed to the trustees at their usual or last-known business or residence address.

Section 4. Quorum. Except as otherwise specifically required by law or by the Articles of Incorporation or by these by-laws, a majority of the Board of Trustees then in office shall constitute a quorum for the transaction of business at any annual, regular or special meeting of the Board of Trustees and, at any meeting in which a quorum is present, a majority vote of the trustees present shall be sufficient to authorize any corporate action. A majority of those present, although less than a quorum, may adjourn the meeting from time to time, and such meeting may be held as adjourned without further notice.
ARTICLE V

Officers

Section 1. Officers; Term. The corporate officers shall be a president of the corporation (who shall be called and in these by-laws is referred to as Chairman of the Board of Trustees), a president of the College of St. Francis, a secretary and treasurer, and one or more assistant treasurers and assistant secretaries, and such other officers as the Board of Trustees shall from time to time appoint. The Chairman shall be, and other officers may but need not be, elected from the trustees. Except as otherwise required by law, each corporate officer shall serve for such terms as the trustees may specify either by general vote or by the vote by which he is elected or appointed.

Section 2. Chairman. The Chairman shall preside at all meetings of the Board of Trustees at which he or she is present and shall perform such other duties and functions as may be delegated to him or her from time to time by these by-laws or by the Board of Trustees. He or she shall have custody of the Treasurer's Bond, if any shall be required. In the event of his or her absence or disability, a chairman pro-tem may be named by the trustees present to act and shall perform the duties of the chairman at any such meeting.

Section 3. President. The president of the college shall be the chief executive and administrative officer of the college and shall
have the general powers and duties usually vested in the office of president of a college. He shall have the general and active management, control and direction of the business operations, educational activities and other affairs of the college. He shall recommend to the Board of Trustees the appointments of college officers, librarian and teachers, salary adjustments and promotions. He shall prepare and present, with the assistance of the treasurer, to the Board of Trustees, upon the advice of the finance committee, the annual budget for the operation of the college, and present a formal report on the condition of said college at each annual and regular meeting of the Board of Trustees. He shall have in the interim between meetings of the Board of Trustees, authority temporarily to fill vacancies occurring in the membership of the faculty and to make temporary additions to such membership, after such consultation as shall be provided or required by the Board of Trustees. He shall sign all degrees, diplomas or other certificates of scholastic or academic achievement issued by the college.

Section 4. Secretary. The secretary shall attend all meetings of the Board of Trustees and of any executive committee which shall be constituted by said Board of Trustees, act as clerk thereof, record all votes and take minutes of all proceedings in books to be kept for that purpose and such books shall be open at all reasonable times to the inspection of any trustee. He shall mail to each trustee a copy of the minutes of each meeting of the Board of Trustees and of the executive committee as soon as practicable after each meeting; shall serve as the
custodian of the records of the proceedings of all committees of the Board of Trustees, and shall notify all persons of their election as trustee and officers of the corporation or of the college and of their committee appointments. He shall keep an attested copy of the Articles of Incorporation and all amendments thereto as well as these by-laws, with a reference in the margin of each of these by-laws of all amendments thereof. He shall also keep or cause to be kept the membership books of the corporation, which shall contain a complete list of all trustees and their residences, at the general office of the corporation for inspection by the trustees. The Secretary shall keep in safe custody the seal of the corporation and the college, and when authorized by the Board of Trustees, affix the seal to any instrument requiring the same. He shall give, or cause to be given, such notice as may be required of all meetings of the Board of Trustees and shall perform such other duties as may be prescribed from time to time by the Board of Trustees.

Section 5. **Treasurer.** The Treasurer shall be the chief financial officer of the corporation and shall, subject to the control and direction of the Board of Trustees and the finance committee, have general charge of the financial affairs of the corporation and the care and custody of its funds, securities, and valuable papers, except his own bond, if any is required, and except the records and documents required by these by-laws or by vote of the Board of Trustees to be kept by some other
person. He shall keep or cause to be kept accurate books of account available at all reasonable times to inspection by any trustee. He shall purchase, manage, sell or otherwise dispose of bonds, stock, notes, real estate, and other evidences of property or indebtedness as authorized from time to time by the finance committee. Subject to the control and direction of the finance and investment committee, he shall have the responsibility for the investment of all available uninvested cash of the corporation and shall make available funds called for in the budget as finally approved by the finance committee and the Board of Trustees. He shall have the power to endorse for collection or deposit all notes, checks, drafts and other obligations and orders for the payment of money to the corporation. He shall have such other powers and the Board of Trustees or such finance committee as may be named or appointed by the Board of Trustees, may from time to time determine. The treasurer shall also furnish such financial statements as, from time to time, may be required by the president of the college or the Board of Trustees. The treasurer may be required to give bond for the faithful performance of his duties in such amounts, in such form, and with such sureties as the Board of Trustees may require.

Section 6. Assistant Secretaries. Assistant secretary or secretaries may be appointed with such powers and duties as the Board of Trustees may from time to time by resolution prescribe.

Section 7. Assistant Treasurers. Assistant treasurer or treasurers
may be appointed with such powers and duties as the Board of Trustees may from time to time by resolution prescribe.

Section 8. Other officers. The Board of Trustees may appoint in addition to the corporate officers such officers of instruction and administration as the Board may from time to time determine and shall fix their duties and responsibilities, their tenure, their conditions of employment, and their remuneration.


(a) Power may be officially delegated to one member of the Board by resolution of the Board but not in relation to powers which require the action of the Board itself.

(b) Each of the corporate officers shall have, in addition to the powers and duties herein specified, all other powers and duties ordinarily incidental to his office and such other powers and duties as the Board of Trustees may from time to time determine.

ARTICLE VI

The Faculty

The faculty of the college shall consist of such lecturers, instructors, professors and teachers as shall from time to time be appointed and such officers of administration of the college as the Board of Trustees shall designate as members of the faculty. The faculty shall organize itself and shall keep such records of proceedings as it shall determine, and shall submit a copy thereof to the Board of Trustees as it shall request. The Board delegates to the faculty the following:
(a) Setting of admission policies
(b) Development of curricula change
(c) Requirements for degrees on graduation
(d) Evaluation of student progress
(e) Control of student personnel
(f) Teaching and research

All of which shall be subject to the approval of the Board of Trustees.

ARTICLE VII

Execution of Documents

Except as the Board of Trustees may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks and drafts, and other obligations made, accepted or endorsed by the corporation shall be signed on behalf of the corporation by the chairman, by the president of the college, or by the treasurer.

ARTICLE VIII

Resignations and Removals

Any officer or agent of the corporation of the college may resign at any time by delivering his resignation in writing to the president of the college or to a meeting of the board of trustees. Except as otherwise specifically provided in the Articles of Incorporation or these by-laws, the Board of Trustees may, with or without cause, by a vote of two-thirds of the members thereof, present in person at any meeting called for the
purpose, remove from office or terminate or modify the authority of any such officer or agent of the corporation or of the college.

ARTICLE IX

Vacancies

If the office of any trustee or of the chairman or the president of the college or the treasurer becomes vacant by reason of death, resignation, removal or disqualification, a successor or successors may be elected by the trustees at a meeting called for the purpose, which may be the same meeting at which a former trustee or officer was removed. If the office of any other officer thus becomes vacant, the Board of Trustees may elect or appoint a successor. Each such successor shall hold office for the unexpired term and until his successor shall be elected or appointed and qualified or until he sooner dies, resigns, is removed or becomes disqualified. The Board of Trustees shall have and may exercise all its powers notwithstanding the existence of one or more vacancies in its number as fixed by the trustees.

ARTICLE X

Seal

The Board of Trustees shall provide a corporate seal which shall be in the form of a circle and have inscribed thereon the name of the corporation.
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**ARTICLE XI**

Fiscal Year

The fiscal year of the corporation shall begin on the first day of June in each year and end on the last day of May in each year.

**ARTICLE XII**

Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of these by-laws or under the provisions of the Articles of Incorporation or under the provisions of The Not-For-Profit Corporation Act of the State of Illinois, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XIII**

Amendments

These by-laws may be amended or repealed, and new by-laws may be adopted, at any regular or special meeting of the Board of Trustees, by a vote of a majority of the members of the board present and voting therein, provided that notice shall have been given ten (10) days prior to such meeting to the trustees with a copy of the proposed change or other action proposed to be taken in amendment, modification or substitution.