



BYLAWS

CHRISTENDOM EDUCATIONAL CORPORATION

(A Virginia Non-Profit Corporation)

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ARTICLE I – NAME

*The name of the corporation shall be CHRISTENDOM EDUCATIONAL CORPORATION hereinafter known as the Corporation.

ARTICLE II – GOVERNANCE

The duly elected Board of Directors of the Corporation shall be the sole governing authority of the Corporation and shall act subject to the Magisterium and the Code of Canon Law of the Roman Catholic Church, the laws of the Commonwealth of Virginia, the Articles of Incorporation, and these Bylaws.

ARTICLE III – PURPOSE

The Corporation shall operate and maintain Christendom College, as an institution of higher education in the liberal arts. It may also operate such other businesses and undertakings as are consistent with the Articles of Incorporation including, but not limited to, Christendom Press. The Board of Directors is charged with assuring that these Bylaws and any rules of the Corporation shall not alter in any way its firm commitment to the Magisterium and the teaching authority of the Pope as head of the Catholic Church and his full authority to govern the Catholic Church.

ARTICLE IV – MEMBERSHIP OF THE CORPORATION

Section A. Membership is open to persons who support the goals and purposes of the Corporation as stated in the Articles of Incorporation, these Bylaws, and the Vision Statement of Christendom College, as they may be amended from time to time. The Board of Directors may require members to be benefactors.

Section B. Members shall be required to sign a statement pledging support of the purposes of the Corporation and to be certified or recertified by the Board or by any officer the Board may designate. Any Board member may request the recertification of any member whom he believes no longer fulfills the requirements for membership.

- Section C. Classes of Membership. There shall be two classes of membership: (1) individuals, and (2) corporations. An applicant for either class of membership, having fulfilled the requirements for membership (see Article IV, Section A) shall become a

member upon the approval of a majority of the Directors in office.

ARTICLE V – MEETINGS OF THE CORPORATION

Section A. Annual Meeting. An annual meeting of the members shall be held during the third quarter of each calendar year. In case of emergency, the Board may schedule the meeting at another time.

Section B. Special Meetings. A meeting of the members of the Corporation may be called by the Chairman and shall be called upon request of the Board, or upon request of at least thirty (30) members. Such meetings shall be held at Christendom College or some other convenient place.

Section C. Notice of Meetings. Written notice of a meeting shall be mailed to members not less than ten (10) nor more than fifty (50) days prior to the date of the meeting and in keeping with the specifications and exceptions for notice delineated in the Virginia Code for Non-Stock Corporations.

* Section D. Voting. Each individual member and each corporate member shall be entitled to one vote. Individual proxy voting shall not be allowed. Proxy voting for corporate members shall follow the rules as delineated in the Articles of Incorporation.

Section E. Quorum. A quorum for the transaction of business at any meeting of the members shall be fifteen (15).

ARTICLE VI – BOARD OF DIRECTORS

Section A. Number of Directors.

1. The Board, in its discretion, shall fix the number of directors to be elected at no fewer than twelve (12) and no more than fifteen (15). Ex-officio members shall not be included in this number. (Amdt. 6/11/05)

* 2. The terms of no fewer than four (4) and no more than five (5) directors shall expire each year.

3. The founding president of the college shall be an ex-officio member of the Board. (Amdt. 6/11/05)

4. The current president of the college shall be an ex-officio member of the Board. (Amdt. 6/11/05)

Section B. Nominations of Directors.

* 1. Nominations of directors shall be made by the Board. Corporation members also may make

nominations in accordance with Article VI, Section B2 of these Bylaws.

2. Nominations of directors by the Board shall be mailed to members not less than forty-five (45) days prior to the annual membership meeting. Nominations from members shall be mailed at least twenty (20) days prior to the annual membership meeting. Members making such nominations shall be present at the annual membership meeting unless excused for good reason by the Board.

Section C. Election of Directors.

* 1. Directors shall be elected by the members of the Corporation at the annual meeting of the membership.

2. In the event that the number of nominees exceeds the number to be elected, the election shall be by ballot and a plurality vote shall elect. In case of a tie, the outcome will be decided by reballoting for the tied position.

*3. Directors shall be certified members of the Corporation prior to their election.

*4. Directors, unless they were nominated to fill an unexpired term (see Article VI, Section D) shall be elected for a term of three (3) years or until their successors are elected.

5. No director shall be elected for more than three (3) full consecutive terms. (This provision shall take effect October 1, 2002)

Section D. Vacancies.

** Vacancies on the Board may be filled, and shall be filled if the number in office is not in compliance with Article VI, Section A of these Bylaws, by the remaining directors in office until the next annual meeting at which time the members shall fill any vacancies for the unexpired terms as specified in Article VI, Section B and C of these Bylaws for nominations and elections of Directors.

Section E. Officers of the Board.

1. The officers of the Board shall be the officers of the Corporation: Chairman, Vice Chairman, Secretary and Treasurer.

2. The Directors in office shall elect the Officers at the annual meeting of the Board.

3. Duties of Officers:

a. The Chairman shall preside at all meetings of the Board and at the annual meeting of the

Corporation. The Chairman is the Chief Executive Officer of the Corporation. The Vice-Chairman shall preside in the absence of the Chairman. The Vice-Chairman may exercise the authority of the Chairman in his absence.

- b. The Secretary shall keep minutes of all meetings of the Corporation and the Board. The Secretary shall provide minutes of the annual meeting to the members of the Corporation and of the Board meetings to the members of the Board. The Secretary shall see that members are given notice of the annual meeting of the Corporation and that Board members are advised of regularly scheduled meetings of the Board. The Secretary shall see that notice is given for special meetings and telephone meetings of the Board. The Secretary shall see to the maintenance of accurate membership lists of the Corporation, the corporate seal and other documents of the Corporation. The Secretary shall maintain the Book of Rules, Policies and Procedures.
- c. The Treasurer shall be responsible for accounting for all funds of the Corporation. (The Treasurer shall see to the preparation of the annual financial report for the members of the Corporation and submit an audited report of the financial condition of the Corporation at the annual meeting of the Board.) The Treasurer shall serve as Chairman of the Budget and Audit Committee of the Board.

Section F. Meetings of the Board.

1. The Board shall meet quarterly. Dates for such meetings shall be fixed by the Board at its annual meeting.
2. The annual meeting of the Board shall take place in the third quarter of the calendar year.
3. The Chairman may call a special meeting of the Board, and, such a meeting shall be called at the request of a majority of Directors in office, provided written notice is given to each director seven days prior to such a meeting. Directors may waive notice of such special meeting.
4. Quorum and Voting. A majority of the directors in office , including ex-officio members, shall constitute a quorum for the conduct of business at any meeting of the Board. As stipulated in Article 8 paragraph 13.1 - 868 section C of the Code of Virginia for Not for Profit Corporations, “if a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present is the act of the Board of Directors unless the Articles of Incorporation or the Bylaws require the vote of a greater number of directors.” (Amdt. 6/11/05)
5. Telephone Meetings. The Chairman may call a telephone meeting of the Board to consider any matter which, in the opinion of the Chairman, requires immediate consideration. Notice of such meetings shall be given to each director forty-eight (48) hours in advance. If the Chairman determines that an emergency exists he may call a telephone meeting without notice, provided that each member of the Board is called at the number designated by the member for such emergency meetings.

ARTICLE VII – ADVISERS TO THE BOARD

* The Board of Directors may nominate Advisers to the Board to serve for a term of three years upon election by the members at the annual meeting. Advisers shall be in such number and have such duties as shall be determined by the Board, but shall not perform any of the duties of the Board of Directors.

ARTICLE VIII – COMMITTEES

There shall be the following standing committees: Governance; College Affairs; Budget and Audit; Development and Planning; and Investment.

The duties of these committees shall be as follows. Additional duties may be assigned by the Board of Directors.

The president of the College shall be invited to all committee meetings in an advisory capacity.

** The Chairman of the Board, with the approval of the directors in office, shall appoint all committee members, except the Governance Committee which shall be elected by the Board.

The Chairman of the Board shall serve as ex-officio member of all committees except the Governance Committee when it is considering nominations of directors.

Section A. Governance Committee.

1. The Governance Committee shall be elected at the annual meeting of the Board from among the directors in office.

2. Duties:

- a. The committee shall prepare a list of nominees for election as directors and advisors and shall submit this list for approval and/or amendment by the Board before notification of Corporation members prior to the annual membership meeting (see Article VI, Section B2 and Article VII of these Bylaws.)
- b. This committee may recommend to the Board amendments to these Bylaws.
- c. The committee shall review the Rules and Procedures of the Board and the Policies and Special Orders adopted by it and recommend amendments it deems appropriate.
- d. This committee may make recommendations to the Board regarding membership

development and advisors to the Board as well as prospective directors.

Section B. College Affairs Committee.

1. The College Affairs Committee shall have the duty of reviewing and making recommendations to the Board regarding the academic policy of the College, the general non-academic welfare of the study body, faculty matters, administration, the mission of the College, alumni affairs, and Christendom Press.
2. Those officers of Christendom College charged with responsibility for Christendom Press, Academic Affairs, and with responsibility for student and alumni affairs shall be advisors to the Committee.

Section C. Budget and Audit Committee

1. This Committee shall make recommendations to the Board regarding the fiscal and management policies of the College including auxiliary enterprises operated by the Corporation.
2. This Committee shall review the policy of the College regarding the compensation and benefits for administration and faculty employees.
3. This Committee shall oversee the establishment and implementation of internal financial controls for the College and its auxiliary enterprises. The Committee also shall oversee an annual audit which shall be conducted by external auditors.
4. The officer of the College charged with responsibility for financial affairs shall serve as an advisory members of the Committee.

The President and Executive Vice President of the College also shall serve as advisors to the Committee.

5. The Treasurer of the Corporation shall serve as chairman of this Committee.

Section D. Development and Planning Committee

1. The Development and Planning Committee, working in conjunction with that officer of the College charged with responsibility for development and planning, shall present proposals to the Board for expansion of the College, and upon obtaining Board approval, shall participate in fundraising.
2. The Building and Grounds subcommittee shall be a permanent subcommittee of this Committee. It shall examine the buildings and grounds of the College from time to time and reports its findings and recommendations to the full Committee. It shall also make

recommendations concerning future construction at the College when requested by the Committee. The person in the administration of the College with responsibility for buildings and grounds shall serve as advisor to this subcommittee.

Section E. Investment Committee.

1. This Committee shall have the duty of managing the investments of the Corporation including investments standing in the name of Christendom College. It shall review all investments at least quarterly and report to the Board. It shall manage the investments in accordance with the Investment Policy approved by the Board and from time to time shall review the Investment Policy and make recommendations to the Board concerning it. The President and Executive Vice President of the College shall serve as advisors to this Committee.

2. The Chairman of the Committee shall be the investment officer appointed by the Board.

Section F. Additional Committees

1. Additional standing committees may be designated by a resolution adopted by a majority of the directors in office.

** 2. The Chairman of the Board, with the approval of the directors in office, may appoint such temporary (ad hoc) committees as may be required.

ARTICLE IX – RULES AND POLICIES OF THE BOARD

The Board shall cause to be maintained a book containing all the current Rules, Policies, Special Orders and other positions taken by the Board. The Secretary shall see to the maintenance of such book.

ARTICLE X – CHRISTENDOM COLLEGE

Section A.

1. The College shall be operated and maintained by the Corporation. The Corporation, in accordance with the laws of the Commonwealth of Virginia, shall govern the College through the Corporation's Board of Directors, which shall establish such policies and rules for the operation of the College as it shall deem appropriate and exercise such authority as is provided to it in these Bylaws and the Articles of Incorporation. The Board of Directors shall make a report to the members on the operation of the College at the annual membership meeting of the Corporation.

2. The Corporation shall be responsible for compliance with all applicable public laws and regulations and for the conformance of the College with the purposes of the Corporation as stated in the Articles of Incorporation.

Section B. The President of the College

1. The president of the College shall be designated by the Board of Directors of the Corporation and shall be the Chief Executive Officer of the College. No president shall serve, except on a temporary basis, without a written contract with the Corporation.
2. The president of the College shall implement and administer the Special Orders, Policies, and Rules established by the Board and direct the activities of the administration and faculty of the College in conformity with them.
3. The contract of employment between the Corporation and the President of the College shall be for a term of two years. Such contract may be extended or renewed only by an affirmative vote of the Board.
4. The President may establish and appoint such officers of the College as he determines are necessary for the efficient operation of the College. The Board may require that such officers of the College be confirmed by the Board before taking office.

ARTICLE XI – PARLIAMENTARY AUTHORITY

The rules contained in ROBERT'S RULES OF ORDER NEWLY REVISED, latest edition, shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with law, the Articles of Incorporation, these Bylaws or any special rules of order adopted by the Board.

ARTICLE XII – AMENDMENTS

Section A.

1. These Bylaws may be amended at any meeting of the Board by a two-thirds vote provided there are a minimum of eight votes for the amendment.
2. Amendment of ARTICLE II – GOVERNANCE shall require approval by two-thirds of the Directors in office provided there are a minimum of ten votes for the amendment and amendment of this section also shall require approval by two-thirds of the Directors in office provided there are a minimum of ten votes for the amendment. (Amdt. 6/7/03)

Section B. Any proposed amendment shall be submitted to the directors in writing at least fourteen (14) days prior to the meeting at which the amendment is to be considered.

* These sections are taken from the Articles of Incorporation and, therefore, are not subject to amendment by the Board of Directors.

** These sections are requirements of the Virginia Code for Non-Stock Corporations.