

Article I – Name, Purpose and Membership.

1. Once enrolled as a student in the Saint Louis Priory School, each student shall thereafter be an alumnus of the Saint Louis Priory School and, therefore, one of the Saint Louis Priory School Alumni.

2. Each Monk of Saint Louis Abbey, formerly known as the Saint Louis Priory, past and present, shall be one of the Saint Louis Priory School Alumni.

3. The Board of Directors of the Saint Louis Priory School Alumni may confer the status of “Honorary Alumnus of the Saint Louis Priory School” upon any deserving individual upon the affirmative vote of two-thirds of Directors present at a meeting of the Board of Directors, provided there is a quorum present.

4. The Alumni exist to preserve and foster the Benedictine Spirit of the Christian community and to further the interests of the Saint Louis Priory School and Saint Louis Abbey consistent with the mission statement of the Saint Louis Priory School.

5. The Alumni may have offices at such places as the Board of Directors from time-to-time determine or the business of the Alumni may require.

Article II – Directors.

6. The affairs of the Alumni shall be managed by the Board of Directors.

The number of elected directors to constitute the Board of Directors may be any number set by a vote of two-thirds of Directors present at a meeting of the Board of Directors, provided there is a quorum present. At the time of the adoption of these by-laws there are Twenty-Four (24) Directors. These by-laws need not be amended to change the number of Directors. The Secretary is responsible for recording and maintaining a record of the number of Directors that make up the Board of Directors as voted on by the Board of Directors. There shall always be at least five (5) Directors. Only an alumnus can be a Director.

7. The Abbot of the Saint Louis Abbey shall be a permanent non-voting Director *ex officio* of the Alumni Board. If the Headmaster of the Saint Louis Priory School is a Monk then that Headmaster shall also be a non-voting Director *ex officio* of the Alumni Board for as long as he remains Headmaster. If the Abbot designates an alumnus who is a full time employee of the Saint Louis Priory School or a member of the Monastic Community to be the liaison between the School and the Alumni Board then that individual shall be a non-voting Director *ex officio* of the Alumni Board for as long as he remains the liaison between the School and the Alumni Board. The President of the Alumni shall serve as a voting Director *ex officio* for the first year after the conclusion of his term as President.

8. Except as provided in Paragraph 10 to fill an unexpired term, Directors shall be elected by a vote of a majority of Directors present at a meeting of the Board of Directors, provided there is a quorum present, at the last meeting of the Board of Directors prior to the beginning of the new school year, or as soon thereafter as possible, to serve for a term of two (2)

years, unless he is removed from his office as provided in this Paragraph or Paragraph 9. A Director's two (2) year term shall automatically renew for an additional two (2) year term unless the Director makes it known to the President that he wishes to step down from the Board of Directors. A Director's term will not renew if he misses 4 or more of the quarterly meetings held during his 2 year term. If a Director is not automatically renewed due to absences he may be reelected by a vote of a majority of Directors present at a meeting of the Board of Directors, provided there is a quorum present, or a new Director may be elected to fill the open position.

9. A Director may be removed from the Board of Directors, if good cause be shown therefore, by the vote of two-thirds of Directors present at a meeting of the Board of Directors, provided there is a quorum present, at a meeting of the Board of Directors called expressly for that purpose. Any vacancy created by such removal shall be filled in accordance with the procedure set out in Paragraph 10.

10. If the office of a Director is or becomes vacant for any reason, that vacancy can only be filled by the affirmative vote of two-thirds of Directors present at a meeting of the Board of Directors, provided there is a quorum present. The alumnus so elected to fill that vacancy shall hold office for the unexpired term in respect of which such vacancy occurred.

Article III – Meetings of the Board.

11. The Board of Directors may hold its meetings and keep the books of the Alumni at the principal business office of the Saint Louis Priory School or at such other place as the Board of Directors may, from time-to-time, determine and as may be permitted by law.

12. The Alumni year shall coincide with the Saint Louis Priory School school year. The first meeting of each newly elected Board of Directors shall be held as soon after the first day of August as is practical. No notice of this meeting shall be necessary to the newly elected Directors in order legally to constitute the meeting provided a quorum of the Board of Directors shall be present. Subsequent meetings shall be held at such place and time as the President shall fix.

13. The last regularly scheduled meeting of the Board of Directors shall take place before the end of the school year or as soon thereafter as is practical.

14. A special meeting of the Board of Directors may be called by any Director on three (3) days' notice to each Director, either personally, by first class mail, by telegram, by e-mail or by telephone. The President or Secretary shall call a special meeting in like manner and on like notice on the written request of two (2) Directors.

15. At all meetings of the Board of Directors a simple majority of all the Directors currently in office shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or in these by-laws. If a quorum shall not be present at any meeting of Directors, the Directors present thereat may adjourn the meeting, from time-to-time, without notice other than announcement at the meeting, until a quorum shall be present. Members of the Board of Directors, or of any committee designated by the Board of Directors, may participate in

a meeting of the Board of Directors or committee by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

16. Any Director not present at a meeting may cast a vote by providing the President with the Director's vote, in writing, delivered by hand, mail or electronically, prior to the start of any meeting. If a Director votes in such a manner then that Director shall be considered to be present in person for the purposes of that vote.

17. Any vote may be taken either by voice vote or secret ballot. The method employed shall be at the discretion of the President.

Article IV – Officers.

18. The officers of the Alumni shall be a President, a Vice-President and a Secretary.

19. The Board may appoint a Director to any other temporary office as the Board shall deem necessary. The Director so appointed shall hold his office for such term (not exceeding two (2) years), shall exercise such powers and perform such duties as shall be determined from time-to-time by the Board. No such temporary office shall exist for a period longer than the term of the President in office at the time of the creation of such temporary office. A temporary officer shall be appointed by the affirmative vote of two-thirds of Directors present at a meeting of the Board of Directors, provided there is a quorum present.

20. Each officer of the Alumni shall hold his office until his successor has been chosen and qualified in his stead, unless he is removed from his office by the affirmative vote of two-thirds of Directors present at a meeting of the Board of Directors, provided there is a quorum present. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of two-thirds of Directors present at a meeting of the Board of Directors, provided there is a quorum present if good cause be shown therefore.

21. If the office of President becomes vacant for any reason before the end of his term, the Vice-President shall immediately become President. If the office of Vice-President or Secretary becomes vacant for any reason, that office shall be filled as prescribed herein for the election of officers. The Board of Directors shall fill any vacancy in any temporary office by the affirmative vote of a majority of Directors present at a meeting of the Board of Directors, provided there is a quorum present.

22. The President shall preside at all meetings of the Board of Directors at which he is present. He shall perform such duties as the Board of Directors may prescribe and shall see that all orders and resolutions of the Board of Directors are carried into effect.

23. The President shall have authority to act for the Alumni when necessary and when authorized to do so by the Board of Directors, the Abbot or the Headmaster.

24. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors or the Abbot may prescribe.

25. The Secretary shall keep or cause to be kept a record of all meetings of the Board of Directors and shall record all votes and the minutes of all proceedings in a book or similar electronic form to be kept for that purpose. He shall give, or cause to be given, notice of all special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be.

26. So long as the Headmaster of the Saint Louis Priory School is a Monk, he or his designee shall be asked to serve as the Chaplain of the Saint Louis Priory School Alumni. He shall be asked to be present at all meetings of the Board of Directors and he shall be asked to say Mass each month for all members of the Alumni and a Requiem Mass for a deceased member. Should the Headmaster not be a Monk, the Abbot shall be asked to designate a Chaplain.

Article V – Election of Officers

27. In November of the last year of the officers' terms of office, or as soon thereafter as is practical, there shall be selected a Nominating Committee whose purpose it shall be to create a slate of candidates consisting of one alumnus for each office. A candidate need not be a member of the Board of Directors.

28. The Nominating Committee shall have five (5) members:

- a) The Chair of the Nominating Committee shall be the President of the Alumni;
- b) The Alumni Board shall elect each of the members by a vote of a majority of Directors present at a meeting of the Board of Directors, provided there is a quorum present. The President shall vote only in case of a tie. At least one of those members of the Nominating Committee so elected shall be a Director of the Alumni Board. The others may but do not have to be Directors of the Alumni Board.

29. The Abbot shall approve the proposed slate of candidates created by the Nominating Committee. The proposed slate of candidates created by the Nominating Committee shall also be approved by the Headmaster but only if the Headmaster is a Monk.

30. After the slate of candidates created by the Nominating Committee has been approved by the Abbot and the Headmaster, if the Headmaster be a Monk, that slate of candidates shall be voted on by the Board of Directors of the Alumni at the last meeting of the Board of Directors prior to the beginning of the new school year. To be elected to office, the candidates on that slate must receive the affirmative vote of two-thirds of Directors present at a meeting of the Board of Directors, provided there is a quorum present.

31. Should the slate of candidates created by the Nominating Committee not receive the affirmative vote of a majority of the alumni Board as set out in Paragraph 30, the Nominating

Committee shall be asked to revise the slate of candidates and present a revised slate as soon as is practical.

Article VI – Funds.

30. The Alumni shall not charge dues.

31. The Alumni shall not maintain any funds or assets separate or apart from the Saint Louis Priory School. All funding for Alumni purposes or events shall be solicited from the Saint Louis Priory School through the Office of Development and Alumni Relations.

Article VII – Change of By-Laws

32. Any proposed change(s) to these By-Laws shall first be approved by the Abbot. Any proposed change(s) to these By-Laws shall also be approved by the Headmaster but only if the Headmaster is a Monk.

33. After the proposed changes to these By-Laws have been approved by the Abbot and the Headmaster, if the Headmaster be a Monk, those proposed change(s) to these By-Laws shall then be published on the Alumni website to allow all alumni the opportunity to comment on the proposed change(s).

34. The Board of Directors shall not vote on those proposed change(s) until at least four (4) weeks after the proposed change(s) are posted on the Alumni website. Alumni shall have the opportunity to comment on any proposed changes and these comments shall be considered by

the Board of Directors before any vote is taken to approve the changes. If any further changes are made to the By-Laws as a result of Alumni input then the steps set forth above in Article VII shall be repeated.

35. Once the steps set out in the preceding three paragraphs of Article VII have been followed, these By-Laws may be changed at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors if notice of the proposed change(s) be contained in the notice of such special meeting, by the affirmative vote of two-thirds of Directors present at a meeting of the Board of Directors, provided there is a quorum present.

Article VIII – Notices.

36. Whenever, under the provisions of the statutes or these by-laws, notice is required to be given to any Director, such notice may be given personally, by first class mail, by telegram, by e-mail or by telephone to such Director at such address, e-mail address or telephone number as appears on the books of the Saint Louis Priory School, and such notice shall be deemed to be given at the time when the same shall be sent.

37. Whenever any notice is required to be given, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Article IX – Miscellaneous.

38. Wherever not otherwise provided in these By-Laws, the internal affairs of the Alumni shall be governed by the procedures established in the General Not-For-Profit Corporation Laws of the State of Missouri.

39. The Saint Louis Priory School Alumni Board should always maintain a balance of ages, backgrounds and experiences.

BE IT RESOLVED, by the Board of Directors of the Saint Louis Priory School Alumni this ____ day of _____, 20___, that the above By-Laws are hereby adopted as the By-Laws of the Saint Louis Priory School Alumni from this day forward until changed in accordance herewith. All prior By-Laws are hereby repealed and held for naught.

ROBERT A. BUSCH, (1995), President

THOMAS E. CUMMINGS, (1989), Vice-President

MATTHEW A. WAGNER, (1990), Secretary

