

**BYLAWS OF  
CHESTERTON ACADEMY OF ALBUQUERQUE**

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This instrument constitutes the Bylaws of Chesterton Academy of Albuquerque, adopted for the purpose of regulating and managing the internal affairs of the corporation.

**ARTICLE I**

NAME, STATEMENT OF PURPOSE, ADDRESS

Section 1.1. Name. The name of the organization shall be the **Chesterton Academy of Albuquerque** (hereinafter "Academy"). The Academy is incorporated under the civil laws of New Mexico and has applied for legal non-profit status.

Section 1.2. Statement of Purpose. The Academy is organized and shall be operated exclusively for religious and educational purposes and shall be subject to and operated in conformance with the laws, rules, regulations and standards established and permitted by Section 170(c)(2) and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Within the framework and limitations of the foregoing, the Academy is organized to maintain and operate a Catholic School for boys and girls. The Academy and the school shall be operated and conducted in conformance with the laws, theology, philosophy, teachings and doctrines of the Roman Catholic Church.

Section 1.3. Non-Profit Status. No part of the income of the Academy shall inure to the benefit of or be distributable to its officers, directors, or other private persons, except that the Academy may pay reasonable compensation for services rendered and pay payments and distribution in furtherance of the purposes and objectives set forth in the Articles of Incorporation. The Academy shall conform its activities and exercise of powers to the limits of the law placed on corporations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 1.4. Address. The address of the Academy shall be \_\_\_\_\_. The location of the address may be changed by a vote of the Board of Directors at an annual or a special meeting.

**ARTICLE II**

MEMBERS

Section 2.1. The Academy shall have no Members.

Section 2.2. Any action or approval of the members or shareholders of a corporation which would otherwise be required by the terms of any agreement to which the Academy is a party, or by which the Academy is bound, or by the provisions of any law, rule or regulation to which the Academy is subject, requires only action or approval of the Board.

## ARTICLE III

### BOARD OF DIRECTORS

Section 3.1. The business and charitable affairs of the Academy shall be managed by or under the direction of a Board of Directors.

Section 3.2. The Board of Directors, exclusive of Ex Officio Directors, shall consist of between three and nine natural adult persons.

Section 3.3. Qualification for Membership on the Board of Directors. Members of the Board of Directors of this Academy is limited to the person(s) who are practicing Roman Catholics and who believe in and follow the principles directed from the Magisterium of the Roman Catholic Church and act in accordance with the direction of the Roman Catholic Pontiff. Board members are required to take the Oath of Fidelity prior to being appointed to the Board.

Section 3.4. Election, terms, and tenure of Directors

(a) Subject to the provisions of 3.3 above, and 3.4 (b) and (c) below, voting Directors shall be elected (or re-elected) by a majority vote of the voting Directors incumbent at the time of such election.

(b) Each Spring, at the date of its choosing and communicated to all directors one week before that date, the Board shall elect directors to replace (or, subject to 3.4 (d) below, re-elect) directors whose terms will be ending on June 30 of that year.

(c) Whenever the Board shall have fewer than three directors, (exclusive of Ex Officio directors) it shall be considered to have a vacancy for the purposes of Section 3.8 below. The Board, at any duly held meeting, and notwithstanding 3.3(b) above, may elect additional directors to fill that vacancy, regardless of the time of year. Subject to the provisions of 3.3 above, such newly elected directors shall become directors immediately upon election, though their "terms" shall not be deemed to have begun until the following July 1.

(d) The term of a director shall be three years commencing on the July 1st following his election and ending on June 30th, three years later.

(e) Except for those directors constituting the first Board and under ordinary circumstances, voting directors shall not serve more than two full consecutive terms of three years each. The directors constituting the first Board may serve one additional consecutive term by vote a majority vote of the Board to allow for continuity as the Academy is established. In all other circumstances, the Board, by a two-thirds vote, may find that special circumstances justify the extension of a director's service for additional terms. Once a board member leaves the board, he must not rejoin the board for at least one year.

Section 3.5. Each director shall have one vote. Ex-officio directors are non-voting members of the Board of Directors. A majority of the voting directors is a quorum.



Section 3.6. A director may resign at any time by giving written notice to the Board. The resignation is effective without acceptance when the notice is given to the Board, unless a later effective date is named in the notice.

Section 3.7. A director may be removed at any time, with or without cause, by a majority of the directors. Any director may be removed from office by majority vote of the Board of Directors.

Section 3.8. If a vacancy, as defined by 4.3(c), occurs on the Board of Directors, the remaining members of the board, though less than a quorum, may fill the vacancy. A vacancy that will occur at a specific later date may be filled before the vacancy occurs but the new director may not take office until the vacancy occurs.

Section 3.9. The Headmaster, Chaplain, and Executive Director shall be ex-officio directors who serve at the pleasure of the Board of Directors. The Headmaster and the Executive Director, and all other ex-officio directors shall meet the qualifications established in Section 4.2.1 for all directors serving on the Board of Directors of this Academy and must, therefore, be practicing Roman Catholics and who believe in and follow the principles directed from the Magisterium of the Roman Catholic Church and act in accordance with the direction of the Roman Catholic Pontiff. All Ex-officio Board members are required to take the Oath of Fidelity prior to being appointed to the Board.

Any candidate for new Headmaster or Executive Director must be approved by a majority vote of the Board before an offer of employment is made to the candidate.

## ARTICLE IV

### OFFICERS

Section 4.1. The officers of the Board of Directors of the Academy shall be a Chairman, a Vice-Chairman, a Secretary, a Headmaster, an Executive Director, and such other officers as the Board of Directors may, from time to time, appoint.

Section 4.2. The duties of the officers of this Board shall be:

- (a) Chairman – The Chairman shall:
- i. When present, preside at all meetings of the Board of Directors;
  - ii. See that orders and resolutions of the Board are carried into effect;
  - iii. Sign and deliver in the name of the Academy deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Academy, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the articles or bylaws or by the Board to another officer or agent of the Academy;
  - iv. Disburse corporate funds and issue checks and drafts in the name of the Academy;
  - v. Oversee the long-term goals and purposes of the Academy; and
  - vi. Perform such other duties as may be determined from time to time by the Board of Directors.

- (a) Vice Chairman – The Vice Chairman shall perform such duties as may be determined from time to time by the Board of Directors. The Vice Chairman shall be vested with all powers of and perform all the duties of the Chairman in the Chairman’s absence or inability to act, but only so long as such absence or inability continues.
- (b) Secretary – The Secretary shall:
- i. Maintain records of and, when necessary, certify proceedings of the Board and its committees; and
  - ii. Perform such other duties as may be determined from time to time by the Board of Directors.
- (a) Headmaster – The Headmaster shall:
- i. Be the chief executive officer of the **Academy**;
  - ii. Have general active management of the academic business of the **Academy**, including management and oversight of faculty and responsibility for student life and the overall culture of the school;
  - iii. Shall be responsible for the day to day operations of the **Academy**; and
  - iv. Perform such other duties as may be determined from time to time by the Board of Directors.
- (a) Executive Director – The Executive Director shall:
- i. Have general active management of the non-academic business of the **Academy**;
  - ii. Keep accurate financial records for the **Academy**;
  - iii. Deposit money, drafts, and checks in the name of and to the credit of the **Academy** in the banks and depositories designated by the board;
  - iv. Endorse for deposit notes, checks, and drafts received by the **Academy** as ordered by the board, making proper vouchers for the deposit;
  - v. Disburse corporate funds and issue checks and drafts in the name of the **Academy** up to limits established by the Board;
  - vi. Provide the Chairman and the Board an account of transactions by the Executive Director and of the financial condition of the **Academy** at least quarterly and on upon request by either the Chairman or the Board; and
  - vii. Perform such other duties as may be determined from time to time by the Board of Directors.

Section 4.3. The salaries of all officers of the **Academy** shall be fixed by the Board of Directors. However, no such salary need be fixed if such service is voluntary.

Section 4.4. The Chairman, Vice-Chairman, Headmaster, and Executive Director shall be *ex officio* directors of the Board. All other officers may, but need not be directors of the Board .

Section 4.5. An officer may resign at any time by giving written notice to the Board. The resignation is effective without acceptance when the notice is given to the Board, unless a later effective date is named in the notice.

Section 4.6. An officer may be removed, with or without cause, by a majority of the directors.



## ARTICLE V

### MEETINGS AND VOTING

Section 5.1. Place of Meeting. Any or all meetings of the Board shall be held at such a place as to be set by resolution of the Board and properly noticed to the entire Board, as the case may be. Regular meetings of the Board shall be held at the corporate offices of the Academy.

Section 5.2. Annual meetings of the Board of Directors. The Academy is a non-member corporation by its Articles of Incorporation. The Academy shall hold an annual meeting of the Board of Directors between June 1 and June 30 each and every year or as determined by resolution of the Board and properly noticed to the board of directors.

Section 5.3. Notice of annual meeting. The Secretary shall, no later than thirty days prior to the date fixed by section 5.2 or resolution of the Board of Directors, provide notice of the time and place of the annual meeting shall be provided to each director on the Board of Directors who are entitled to vote at such meeting by letter, email, or any other means reasonably calculated to provide notice. The Chairman shall circulate a proposed agenda for the annual meeting no later than 15 days prior to the date fixed by section 5.2 or resolution of the Board of Directors.

Section 5.4. The Agenda must include the text of any proposed Motions to be voted on at the annual meeting. Any director, officer, or *ex officio* director may propose a Motion to be voted on at the annual meeting, but must do so by submission of the Motion in writing to the Chairman before the agenda is circulated. Otherwise, the Board may, at the annual meeting, propose or accept proposed Motions for consideration at a special meeting to be set by resolution of the Board.

Section 5.5. Order of business at annual meeting. The order of business at the annual meeting of the Board of Directors shall be as follows:

- a) Opening Prayer
- b) Roll Call
- c) Adoption of the minutes of the last preceding meeting
- d) Adoption of the agenda
- e) Report of Headmaster and Executive Director
- f) Report of Secretary
- g) Report of Chairman
- h) Transaction of any business included in the agenda
- i) Closing Prayer
- j) Adjournment

In the absence of any objections, the presiding officer may vary the order of business at his or her discretion.

Section 5.6. Regular and Special Meetings. The Board shall hold at least three regular meetings per year in addition to the annual meeting. The Chairman may call a special meeting at any time, with proper notice, for the purpose of conducting urgent business. The

Board may, by majority vote of a quorum at any special or regular meeting, schedule another special meeting.

Section 5.7. Notice for Regular and Special Meetings. At least five days prior to the date of a special or regular meeting, the Secretary shall provide notice of the time and place of the meeting shall be provided to each director on the Board of Directors who are entitled to vote at such meeting by letter, email, or any other means reasonably calculated to provide notice. The Chairman shall circulate a proposed agenda for each such meeting no fewer than three days prior to the date of the special or regular meeting.

Section 5.8. Attendance. All directors shall attend in person at the annual meeting. However, for regular or special meetings, directors may attend by video or teleconference. Video or teleconference information shall be provided in the notice for each regular or special meeting.

Section 5.9. Absences. At all regular, special, or annual meetings, the Secretary shall record a roll of the directors in attendance. Excused absences of a director shall be limited to no more than one per year. Excused absences are those absences for which the director gives at least seven days of notice prior to the meeting for planned absences or as soon as possible for emergent absences. Unexcused absences are those for which the director gives no notices and provides no excuse. If a director has more than one excused absence in a calendar year (from July 1st to the following June 30th) or has a single, unexcused absence, a majority of the remaining directors may, upon proper motion, immediately to remove the director.

Section 5.10. Order of Business for Regular or Special Meetings. The order of business at the annual meeting of the Board of Directors shall be as follows:

- a) Opening Prayer
- b) Roll Call
- c) Adoption of the minutes of the last preceding meeting
- d) Adoption of the agenda
- h) Transaction of any business included in the agenda
- i) Closing Prayer
- j) Adjournment

In the absence of any objections, the presiding officer may vary the order of business at his or her discretion.

Section 5.11. Motions at Regular or Special Meetings. Any Motions proposed by any director, officer, or requested by any *ex officio* director must be proposed in writing as an amendment or addition to the agenda no fewer than two days prior to the meeting. A director, officer, or requested by any *ex officio* director may propose a Motion at any meeting, but the Motion cannot be voted upon until the next meeting and must be included in the agenda circulated by the Chairman before the next meeting.

Section 5.13. Voting. At all meetings, except for the election of officers and directors, all votes shall be by voice. Written votes are only allowed for the election of officers and/or



directors and each written vote must be submitted to the Secretary during the meeting called for the purpose of electing officers and/or directors. The Secretary shall then read aloud each vote and tally the votes in the presence of the Board. Proxy voting shall not be allowed for any reason. The Secretary shall record the vote of the Board on any meeting or motion and maintain records of the business transacted by the Board.

## ARTICLE VI

### STANDARD OF CARE AND DEALING WITH OTHER CORPORATIONS AND ORGANIZATIONS

Section 6.1. It is the responsibility of each officer and director of this Academy to discharge his duties as a director in good faith, in a manner the person reasonably believes to be in the best interests of this Academy, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 6.2. A contract or other transaction between the Academy and one or more of its directors, or between the Academy and an organization in or of which one or more of the Academy's directors are directors, officers or legal representatives or have a material financial interest, is not void or voidable because the director or directors or the other organizations are parties or because the director or directors are present at the meeting of the Board of Directors or a committee at which the contract or transaction is authorized, approved or ratified, if:

A. The contract or transaction was, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the contract or transaction was, fair and reasonable as to the Academy at the time it was authorized, approved or ratified; or

B. The material facts as to the contract or transaction and as to the director's or directors' interest are fully disclosed or known to the Board or a committee, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a majority of the Board or committee, but the interested director or directors shall not be counted in determining the presence of a quorum and shall not vote.

For the purpose of this Section:

C. A director has a material financial interest in a resolution fixing the compensation of the director as a director, officer, employee, or agent of the Academy and in a resolution fixing the compensation of another director as a director, officer, employee or agent of the Academy where the first director is also receiving compensation from the Academy; and

D. A director has a material financial interest in each organization in which the director, or the spouse, parents, children and spouses of children, brothers and sisters and spouses of brothers and sisters of the directors, or any combination of them have a material financial interest.

Section 6.3. Disclosure of Conflicts. Each director, officer, and *ex officio* director must make an annual written disclosure of any conflicts of interest. The Secretary shall maintain a record of all such disclosure. Each director, officer, and *ex officio* director shall make additional written disclosures of any conflicts of interest as they arise.

## ARTICLE VII

### FINANCE

Section 7.1. Any contributions, grants, bequests or gifts made to the Academy with restrictions as to use shall be accepted or collected only as authorized by the Board of Directors.

Section 7.2. All funds of the Academy shall be deposited to the credit of the Academy under such conditions and in such banks as shall be designated by the Board of Directors.

Section 7.3. All contracts, checks and orders for the payment, receipt or deposit of money, and access to securities of the Academy shall be as provided by the Board of Directors.

Section 7.4. The annual budget of estimated income, income expense and capital expense shall be approved by the Board of Directors.

Section 7.5. Title to all property shall be held in the name of the Academy.

Section 7.6. A summary report of the financial operation of the Academy shall be made by the Executive Director at least annually to the Board of Directors.

## ARTICLE VIII

### INDEMNIFICATION

To the full extent permitted by New Mexico law as amended from time to time, or by other provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever and by whomsoever brought (including any such proceeding, by or in the right of the Academy), whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or officer of the Academy, or he is or was serving at the specific request of the Board of Directors of the Academy as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Academy by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this Article shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or



not the claim against such person arises out of matters occurring before the adoption of this provision of the Bylaws.

## ARTICLE IX

### AMENDMENT OF BYLAWS

The Board of Directors may from time to time adopt, amend or repeal all or any of the Bylaws of the Academy upon at least **fifteen days** advance written notice of the same.

## ARTICLE X

### Dissolution, Merger, Consolidation or Transfer

Section 10.1. Approval by Directors. The following action by the Board of Directors shall require the vote of three-fourths (3/4) of the Directors who are appointed, holding office, and entitled to vote at a meeting of the Board of Directors provided that notice of the meeting along with notice of the proposed action given in at least **fifteen** days before the meeting date:

- (1) The sale, lease, transfer or disposition of all of substantially all of its property and assets;
- (2) The merger or consolidation with any other corporation; and
- (3) The voluntary dissolution of the Academy.

Section 10.2. Dissolution. Upon dissolution of the Academy, the Board shall, after paying all the liabilities of the Academy, dispose of all its assets exclusively for the purposes of the Academy in such manner or to such organization(s) structured and operated exclusively for charitable, educational, or religious purposes as stated herein as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or corresponding provision of any future Internal Revenue law, as the Board of Directors shall determine.

## ARTICLE XI

Section 11.1. The Academy is a sponsored organization of The Society of Gilbert Keith Chesterton ("The Society"), an Association of the Catholic Faithful, also known as a lay apostolate. As a sponsored organization of The Society, **the Academy** acknowledges that The Society has the following rights with respect to **the Academy** as a condition of maintaining its status as a sponsored organization:

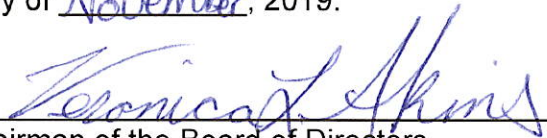
- a) To establish or change the philosophy according to which **the Academy** operates;
- b) To amend this document or other relevant governing documents of **the Academy**;

- c) To appoint or approve the designation of the Academy's chief executive officer and some or all of its board of directors;
- d) To approve acquisition, retention, administration, or alienation of any assets of the Academy; and
- e) To merge or dissolve the Academy and determine the distribution of assets upon dissolution.
- f) The indemnity of the Academy in case of litigation arising out of activities of the Academy.

Section 11.2. At any time, the Academy or the Society may decide in its sole discretion, with or without cause, to disassociate formally. The Society's disassociation from the Academy shall be effective 60 calendar days after the Academy's Secretary receives formal written notice from the Society. In the event of disassociation:

- a) The Society will inform the Academy's local ordinary of the disassociation;
- b) The Academy shall no longer use the name Chesterton, nor suggest or imply that it is or remains a sponsored organization of The Society; and
- c) The Academy shall cease use of any and all copyrighted materials owned by The Society or any other organization sponsored by The Society.

WE HEREBY CERTIFY that the foregoing are true and correct bylaws of the Chesterton Academy of Albuquerque this 23 day of November, 2019.

  
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Chairman of the Board of Directors

  
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Secretary