

URSULINE EDUCATION FOUNDATION

***CANONICAL BYLAWS***

**URSULINE PROVINCIALATE, CENTRAL  
PROVINCE OF THE UNITED STATES**

**December 2022**

CANONICAL BYLAWS  
OF  
URSULINE EDUCATION FOUNDATION

Preamble

The Roman Union of the Order of Saint Ursula petitioned the Congregation for Institutes of Consecrated Life and Societies of Apostolic Life to grant public juridic personality to *Ursuline Education Foundation*. By decree dated November 25, 2022, *Ursuline Education Foundation* has been granted public juridic personality of pontifical right (Canon 115, §3) to succeed and carry on the educational ministry conducted by the Ursuline Provincialate, Central Province of the United States. *Ursuline Education Foundation* is subject to those rights and obligations which pertain to public juridic persons in the Catholic Church, and shall be governed in accordance with canon law and its own approved Statutes in pursuit of its purpose to carry forward the educational mission of Jesus Christ in the Catholic Church.

ARTICLE I

Definitions

As used herein, the following words shall have the following meanings:

**"Ursuline Education Foundation"** or **"The Foundation"** - the ministerial public juridic person, *Ursuline Education Foundation*, formed by the Roman Union of the Order of Saint Ursula.

**"Educational Institutions"** – Ursuline Academy of New Orleans, located in New Orleans, Louisiana; Mount Merici Academy, located in Waterville, Maine; Ursuline Academy, Kirkwood, Missouri, located in St. Louis, Missouri; Ursuline Academy of Dallas, located in Dallas, Texas; and Ursuline Academy of Dedham, located in Dedham, Massachusetts. If, in the future, additional educational institutions are sponsored by *The Foundation* under the provisions of these Statutes, these shall be included within this definition of Educational Institutions. Sometimes referred to as the "Institutions."

Each of the Educational Institutions carries out its activities in the secular world through distinct corporations that are duly recognized by the appropriate civil authorities.

**"Canonical Stewards"** - those individuals appointed by a Member, to act as its representative, to serve on the Sponsors Council of *The Foundation*.

**“Diocesan Bishop”** - the cleric appointed as diocesan bishop, or, in case of an impeded see or vacancy, the cleric legitimately designated to replace the diocesan bishop, in accordance with the provisions of canon law.

**“Founding Member”** - the Ursuline Provincialate, Central Province of the United States of the Roman Union of the Order of Saint Ursula.

**“Holy See”** - presently identified with the Dicastery for Institutes of Consecrated Life and Societies of Apostolic Life.

**“Member”** - the Founding Member, or any religious successor entity, and other Members as may be admitted in accordance with these Statutes.<sup>1</sup>

**“Province”** – the Ursuline Provincialate, Central Province of the United States, or any religious successor entity.

**“Sponsors Council”** – the body that exercises Sponsorship of Educational Institutions through *The Foundation*.<sup>2</sup>

**“Sponsorship”** - to have responsibility for, and to be accountable to, a higher Church authority for (i) the development and maintenance of the mission and ministry of the sponsored work as a Catholic entity and (ii) the fidelity of the sponsored work to the legislation and teachings of the Church.

## ARTICLE II

### The Ministerial Public Juridic Person

Section 2.1 **Name.** The ministerial public juridic person shall be known as *Ursuline Education Foundation* (herein sometimes referred to as “*The Foundation*”).

Section 2.2 **Office.** The principal office of *The Foundation* shall be located in the Archdiocese of St. Louis, or elsewhere in the United States as determined by the Member.

Section 2.3 **Purposes.** The purposes of *The Foundation* shall be as stated in its Statutes.

Section 2.4 **Relationship to Civil Law.** *The Foundation* carries out its activities in the secular sphere through the Missouri nonprofit corporation, known as

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<sup>1</sup> ‘Member’ has been adopted to simplify this document and is to be used interchangeably between the ‘Member’ and ‘Members,’ as and when other Members may be admitted.

<sup>2</sup> ‘Sponsors Council’ has been adopted to simplify this document and is to be used interchangeably between the ‘Sponsor’s Council’ and the ‘Sponsors’ Council,’ whichever body is in operation at a particular time unless otherwise specified.

Ursuline Education Foundation Corporation, through the civil law nonprofit corporations of each of its sponsored educational ministries and such other civil legal entity or entities as the Member shall determine.

### ARTICLE III

#### Member

Section 3.1 The Member of *The Foundation* at the date of its canonical establishment is the Ursuline Provincialate, Central Province of the United States of the Roman Union of the Order of Saint Ursula ("Founding Member"). Other Members may be admitted in accordance with *The Foundation Statutes*.

### ARTICLE IV

#### Reserved Powers of the Member

Section 4.1 Certain powers are reserved to the Member. These reserved powers are:

- 4.1.1 to define and authenticate the vision and mission of *The Foundation*;
- 4.1.2 to approve any fundamental change and suppression of significant apostolic works within *The Foundation*;
- 4.1.3 to prepare and approve the Canonical Bylaws of *The Foundation*;
- 4.1.4 to approve amendments to the Canonical Bylaws of *The Foundation*;
- 4.1.5 to appoint and remove Canonical Stewards of the Sponsors Council of *The Foundation*;
- 4.1.6 to review the formation program for the Canonical Stewards;
- 4.1.7 to approve any alienation of temporal goods belonging to the stable patrimony of *The Foundation* proposed by the Sponsors Council;
- 4.1.8 to receive the annual report prior to its presentation to the Holy See;
- 4.1.9 to approve amendments to the Canonical Statutes prior to the submission of these amendments to the Holy See for approval;

4.1.10 to express its opinion regarding the request of the Sponsors Council directed to the Holy See to suppress *The Foundation*.

## ARTICLE V

### Sponsors Council

- Section 5.1 **Duties and Powers.** The business and affairs of *The Foundation* shall be managed by the Sponsors Council in accordance with the legislation and teachings of the Roman Catholic Church. All authority necessary or incidental to the administration of *The Foundation* in attaining its purposes and the stewardship of its property shall be vested in the Sponsors Council, except as otherwise provided by canon law, by the Canonical Statutes of *The Foundation* or by these Bylaws. The members of the Sponsors Council shall perform their duties and responsibilities in accord with canon law.
- Section 5.2 **Membership.** The Sponsors Council of *The Foundation* shall consist of a college of no fewer than four (4) nor more than twelve (12) individuals. The members of the Sponsors Council, referred to as Canonical Stewards, shall be appointed by the Member as described in Article V Section 5.4. Persons considered for nomination as members of the Sponsors Council shall have an understanding of Sponsorship and the role of sponsors and a deep commitment to the mission of Catholic education.
- Section 5.3 **Formation.** Members of the Sponsors Council shall complete an initial formation process, the content of which shall be determined by the Member in consultation with members of the Sponsors Council. This will include the history of the Educational Ministries and the Roman Union of the Order of Saint Ursula, scripture, spirituality, theology, ethics, the pertinent legislation and teachings of the Church, and the charism of the Roman Union of the Order of Saint Ursula.
- Section 5.4 **Appointment of Canonical Stewards.**
- (a) The Sponsors Council of *The Foundation* shall have no fewer than four (4) nor more than twelve (12) individuals who have been appointed by the Member.
  - (b) The Founding Member leadership, who shall be the duly designated leadership of the Province or any religious successor entity, shall appoint no fewer than three (3) natural persons to act as its representative to serve on the Sponsors Council. Founding Member leadership shall also appoint one (1) Sister of the Roman Union of the Order of Saint Ursula to serve on the Sponsors Council. Additional Members shall have the right to be represented on the Sponsors Council.
  - (c) The Founding Member leadership shall appoint persons who are familiar with the Ursuline charism and spirit and open to formation in this. It is

envisioned that one (1) past member of the Board of Trustees, or a similar body, of each of the Educational Institutions will be appointed to the Sponsors Council. It is important that those appointed are able to understand the viewpoint of all the Educational Institutions sponsored by *The Foundation*.

- (d) As vacancies occur, Member leadership shall appoint persons to fill the vacancy.
- (e) The chief administrative and educational officer, normally and hereinafter referred to as the President, of each of the Educational Institutions shall be Ex Officio member(s) of the Sponsors Council of *The Foundation*, without vote. As Ex Officio members of the Sponsors Council without vote, Presidents shall not be counted in the number of members provided for in Section 5.4(a) hereof and shall not attend Executive Sessions of the Sponsors Council.
- (f) The Director(s) of the Office of Mission and Identity of the Founding Member shall be Ex Officio member(s) of the Sponsors Council of *The Foundation*, without vote. As Ex Officio member(s) of the Sponsors Council without vote, Director(s) of the Office of Mission and Identity of the Founding Member shall not be counted in the number of members provided for in Section 5.4(a) hereof and shall not attend Executive Sessions of the Sponsors Council.
- (g) The Director of *The Foundation*, who shall be titled Ursuline Education Foundation Director, shall be an Ex Officio member of the Sponsors Council without vote and shall serve in such capacity pursuant to such term of his/her employment agreement.

**Section 5.5 Terms of Office.** Initial terms of members of the Sponsors Council shall be staggered so that approximately one-third of the members will have a term of one (1) year, one-third of the members will have a term of two (2) years, and the remaining members will have a term of three (3) years. Members of the Sponsors Council shall be eligible to serve up to three (3) successive 3-year terms, provided that a member of the Sponsors Council who has served three (3) successive 3-year terms shall again be eligible to serve if he or she is not a member of the Sponsors Council for at least one (1) year. Those initially appointed for a term shorter than three (3) years, including those who are appointed to fill vacancies, shall be eligible for reappointment to two (2) additional consecutive 3-year terms.

**Section 5.6 Selection criteria.** If there are more than three members of the Sponsors Council, then at least 75% of these members shall be believing and practicing members of the Roman Catholic Church and shall be chosen on the basis of their knowledge, experience, availability, commitment to the Catholic education ministry and other qualifications that may be beneficial to *The Foundation*. Any member of the Sponsors Council who is not Catholic should not adhere to principles which are contrary to the teachings of the Roman Catholic Church.

- Section 5.7 **Resignation.** Any member of the Sponsors Council may resign at any time by giving written notice to the Chair. Except as otherwise provided by these Bylaws, such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. If the Chair wishes to resign, such notice shall be given to the Secretary.
- Section 5.8 **Vacancies.** Vacancies in the membership of the Sponsors Council, however occurring, may be filled by Member leadership, and any member so appointed shall hold office for the unexpired term of the member of the Sponsors Council he or she replaced.
- Section 5.9 **Attendance Requirement.** In order to assure the proper discharge of a member of the Sponsors Council's duties, each member is expected to attend all meetings of the Sponsors Council. Any member of the Sponsors Council who is absent from three (3) consecutive meetings for other than compelling reasons shall be deemed to have tendered his or her resignation, which will be effective only if accepted in writing by the Member.
- Section 5.10 **Removal.** Any member of the Sponsors Council may be removed from office at any time, with just cause, by the Member who appointed the member of the Sponsors Council, with notice in writing to that member.
- Section 5.11 **Meetings and Procedural Rules.**
- (a) **Annual Meeting of the Sponsors Council.** There shall be at least two (2) meetings of the Sponsors Council each year, one of which shall be the annual meeting. The annual meeting of the Sponsors Council shall be held each year on the date and time determined by the Sponsors Council. Such meeting shall be held at the principal office of *The Foundation* or at such place and at such time and date as may be designated from time to time by the members of the Sponsors Council. The annual meeting shall be for the purposes of electing officers as hereinafter provided and transacting such other business as shall be desirable.
  - (b) **Regular Meetings of the Sponsors Council.** Regular meetings of the Sponsors Council may be held at such time, date and place as the members of the Sponsors Council shall provide by resolution.
  - (c) **Special Meetings of the Members.** Special meetings of the Sponsors Council may be called by the Chair or by a majority of the Sponsors Council.
  - (d) **Notice of Meetings.** Notice of the time, date and place of all special meetings of the Sponsors Council shall be given to each member of the Sponsors Council, in person or by telephone or by facsimile telecommunication or other form of electronic transmission consented to by the member to whom the notice is given, at least forty-eight hours in advance of the meeting, or by written notice mailed to his or her business or home address at least four (4) calendar days before the date of the

meeting, which notice shall state generally the nature of the business to be taken up at the meeting. Such notice shall be deemed to be delivered (i) if by mail, when deposited in the U.S. mail in a sealed envelope, properly addressed, first-class postage prepaid; (ii) if by facsimile telecommunication, when directed to a number at which the member of the Sponsors Council has consented to receive notice; (iii) if by electronic mail, when directed to an electronic mail address at which the member of the Sponsors Council has consented to receive notice; and (iv) if by any other form of electronic communication consented to by the member of the Sponsors Council to whom the notice is given, when directed to that member. Notice need not be given to any member of the Sponsors Council if a written waiver of notice, executed by him or her before or after the meeting, is filed with records of the meeting, or to any member of the Sponsors Council who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him or her. A waiver of notice of a meeting of the Sponsors Council need not specify the purpose of the meeting.

- (e) **Quorum at Meetings.** For all meetings of the Sponsors Council (other than for action taken by unanimous written consent), a quorum shall be an absolute majority of the members of the Sponsors Council then serving unless a larger number is required by canon law, by the Statutes of *The Foundation* or by these Bylaws. Less than a quorum may adjourn any meeting from time to time and the meeting may be held as adjourned without further notice.
- (f) **Informal Action by Members of the Sponsors Council.** Any action required or permitted to be taken at a meeting of the Sponsors Council may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the members of the Sponsors Council entitled to vote with respect to the subject matter thereof and the written consents are filed with the records of the meetings of the Sponsors Council. Any consent signed by the members of the Sponsors Council shall have the same effect as a unanimous vote.
- (g) **Meeting by Electronic Communication.** Members of the Sponsors Council may participate in and act at any meeting of the Sponsors Council by means of conference telephone or similar communications equipment if all persons participating in the meeting can hear one another simultaneously. Participation by such means shall constitute presence in person at such meeting.
- (h) **Voting.** At any meeting of the Sponsors Council at which a quorum is present, a majority of the members of the Sponsors Council present may take any action on behalf of the Sponsors Council, except to the extent that a larger number is required by canon law, by the Statutes of *The Foundation* or by these Bylaws. Except for Ex Officio members, each member of the Sponsors Council shall be entitled to cast one vote on all matters presented to the Sponsors Council for its approval.



- (i) **Compensation of Members of the Sponsors Council.** Members of the Sponsors Council shall receive no compensation for their services as such, but may be reimbursed for expenses of attendance at meetings or when on other business of *The Foundation*.

## ARTICLE VI

### Officers

- Section 6.1 **Officers.** The Officers of *The Foundation* shall include a Chair, a Treasurer, a Secretary and a Director of *The Foundation* who shall be the chief administrative officer of *The Foundation* and who shall have the title Ursuline Education Foundation Director and who is herein referred to as the Director, and such other officers as the Sponsors Council may determine. The offices of Secretary and Director may be held by the same person.
- Section 6.2 **Election and Appointment.** The Officers, except for the Director, shall be elected by the members of the Sponsors Council, chosen from among the Canonical Stewards of the Sponsors Council, and shall hold office for a period of one (1) year until the next annual meeting of the Sponsors Council and until their successors shall have been duly elected and qualified. The Chair may be elected for a total of three (3) consecutive, full one-year terms and shall become eligible for re-election to that office after the passage of one (1) year thereafter. The Director shall be employed by the Sponsors Council pursuant to an employment agreement and shall serve for such term as is provided in such employment agreement. The Director may be elected to serve also as the Secretary, and it is anticipated that this would normally be the case.
- Section 6.3 **Duties of the Chair.** The Chair is the direct executive representative of the Sponsors Council in management of *The Foundation* and has all the duties and authority which such position would customarily require, including the responsibility for providing overall leadership of *The Foundation* and for ensuring the implementation of the Statutes in order to meet its purposes. The Chair presides at all the meetings of the Sponsors Council, recommends to them the creation of committees and the designation of members of the Sponsors Council to serve on such committees, as well as exercising all other duties assigned under these Bylaws or by resolution of the Sponsors Council.
- Section 6.4 **Duties of the Treasurer.** Subject to the direction and supervision of the Sponsors Council, the Treasurer shall have general charge of the financial concerns of *The Foundation*. Acting with the members of the Sponsors Council, the Treasurer shall ensure that a true and accurate accounting of

the financial transactions of *The Foundation* is made periodically and that reports of such transactions are presented to the Sponsors Council.

**Section 6.6 Duties of the Secretary.** The Secretary shall act as secretary of *The Foundation* and the Sponsors Council. The Secretary shall send or cause to be sent appropriate notices or waivers of notice regarding meetings of the Sponsors Council; shall prepare or cause to be prepared an agenda and other materials for all meetings of the Sponsors Council; shall act as official custodian of all records, reports and minutes of *The Foundation*, the Sponsors Council and committees; shall be responsible for the keeping and reporting of adequate records of all meetings of the Sponsors Council; and shall perform such other duties as are customarily performed by or required of secretaries.

**Section 6.7 Duties of the Director.** The Director shall serve as the chief administrative officer of *The Foundation* and shall be responsible for the performance and oversight of the administration of *The Foundation* under the direction of and in collaboration with the Chair and with ultimate responsibility to the Sponsors Council.

## ARTICLE VII

### Finance Committee

**Section 7.1** The members of the Sponsors Council shall appoint a Finance Committee from among the members of the Sponsors Council which shall be responsible for overseeing the finances of *The Foundation*. The Treasurer shall be the chair of the Finance Committee and shall report regularly to the members of the Sponsors Council at meetings of the Sponsors Council regarding the finances and related matters.

## ARTICLE VIII

**Section 8.1 Additions of other Catholic Institutions.** When other Catholic educational institutions become sponsored Institutions of *The Foundation*, as provided for in Section 3.2.2 of the Statutes, appropriate arrangements will be made for the integration of the mission and values of their previous sponsors with the mission and values of *The Foundation* and for the involvement of the previous sponsors in the appointment of Canonical Stewards of the Sponsors Council and the exercise of other responsibilities reserved to the Member in these Bylaws.

## ARTICLE IX

### Review and Amendment of Bylaws

Section 9.1 **Review and Amendment of Bylaws.** These Bylaws shall be reviewed in their totality for currency and completeness from time to time, or at least every four years, by the Sponsors Council or a committee appointed for this, and the results of this review shall be documented in the records of *The Foundation*. The members of the Sponsors Council shall have the power to make, amend and repeal these Bylaws, by vote of two-thirds of the members of the Sponsors Council then in office, subject to the approval of Member.

## ARTICLE X

### Dispute Resolution

Section 10.1 In case of any disagreement between an Educational Institution and *The Foundation* relating to the Sponsorship relationship, if issues are not resolved at another level, representatives of each, including those at the highest levels in the two organizations, shall meet and confer, using their best efforts to resolve any issues between them. This may include using the services of a mediator with experience in resolving issues involving disagreements between parties within the Church.

## ARTICLE XI

### Approval of Bylaws

Section 11.1 **Approval of Bylaws.** These Bylaws were approved by the Founding Member leadership of *The Foundation* on \_\_\_\_\_ and by Sponsors Council on \_\_\_\_\_.