

# Handbook for the Board



*Holy Apostles College and Seminary  
Cromwell, Connecticut*

*Compiled by the Administration  
March 16, 2015*

# Statement of Purpose

Holy Apostles is both a seminary and a college, and it attracts a diverse body of adult students, including those in preparation for the priesthood, those in preparation for religious life and those who intend to pursue lay apostolates. Among the College Division programs, laity and religious of various educational and professional backgrounds attend courses, oncampus and online, on full and part-time schedules.

This Handbook for the Board is a first edition and was compiled in the spring of 2015 from the Certificate of Incorporation signed into being on December 31, 1984, the By-laws approved by the Board on September 24, 2004, and from institutional policies relevant to board members.

The purpose of this *Handbook for the Board* is to serve as an overview of the Charter and By-Laws of Holy Apostles College and Seminary and to provide the Board with a document containing policies relevant to the directors and members of the board.

Members of the Board are expected to familiarize themselves with those parts of this Handbook related to their responsibilities at Holy Apostles College and Seminary.

Very Reverend Douglas L. Mosey, C.S.B.  
President-Rector

## **Amendment History**

Updated on 9.1.15 to revise the administrative organizational chart per recommendation by ATS and NEASC visitors and to move institutional policies into a separate document.

# Table of Contents

Statement of Purpose .....	i
Certificate of Incorporation.....	2
By-Laws .....	7
Article I: Name and Location.....	8
Article II: Purposes .....	8
Article III: Membership Corporation .....	9
Article IV: Board of Directors .....	10
Article V: Officers.....	14
Article VI: Chancellor.....	17
Article VII: Committees .....	19
Article VIII: Indemnification.....	20
Article IX: Amendments .....	20
Article X: Affirmative Action Statement.....	20
Article XI: Seal .....	21
Article XII: Dissolution.....	21
Article XIII: Applicable Law .....	21
Organizational Chart .....	23

# **CERTIFICATE OF INCORPORATION**

We, the incorporators, certify that we hereby establish Holy Apostles College and Seminary, Inc., as a body politic and corporate under the Nonstock Corporation Act of the State of Connecticut, Chapter 600 of the Connecticut General Statutes, 1958 Rev.

**FIRST**: The name of the Corporation is HOLY APOSTLES COLLEGE AND SEMINARY, INC. (the “Corporation”).

**SECOND**: The principal office of the Corporation will be located in the Town of Cromwell, Middlesex County.

**THIRD**: The Corporation is organized and will be operated exclusively for charitable, religious, and educational purposes, by engaging directly or indirectly in activities in support of such purposes, or by making distributions or contributions to other organizations that qualify as under Section 501(c)(3) of the Internal Revenue Code of 1954 and the Regulations thereunder, as they now exist or as they may hereafter be amended, as follows:

To educate and form adult vocations to the priesthood and to prepare mature adults for lay leadership positions within the Roman Catholic Church.

To provide a broad, liberal education which prepares its students to think, make decisions, communicate, and to act as responsible religious, professional, business and community leaders.

To form and develop character, personal growth, and commitment to the evangelization and humanization of all peoples, especially God’s poor, following the principles and ideals of the Second Vatican Council.

**FOURTH**: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, director, or officer of the Corporation, or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes, and no member, director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

**FIFTH**: No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or against any candidate for public office, nor shall the Corporation engage in any activities that are unlawful under applicable federal, state or local law.

**SIXTH:** Notwithstanding any other provision of this Certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c)(3) of the Internal Revenue Code of 1954 and the Regulations thereunder as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

**SEVENTH:** In the event of the dissolution of the Corporation or the winding up of its affairs, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively to such organization or organizations organized and operated exclusively for charitable, religious, scientific, literary or educational purposes, or for the prevention of cruelty to children or animals, or to such organizations to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code and which qualify as tax exempt organizations under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**EIGHTH:** As a means of accomplishing the foregoing purposes, the Corporation shall have all powers which are or hereafter may be conferred by law upon a corporation organized the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that, notwithstanding any other provision of this certificate, only such powers shall be exercised as an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 and its Regulations as they now exist or as they may hereafter be amended and by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

**NINTH:** The territory in which the operations of the Corporation are primarily to be conducted is the United States of America, and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

**TENTH:** The Corporation is not organized for pecuniary profit and shall not have or issue shares of stock or pay dividends.

**ELEVENTH:** The Corporation shall have one class of members, and the members shall be entitled to vote on certain matters as prescribed in the bylaws, including the

right to elect the members of the Board of Directors. The members of the Corporation shall consist of the following four (4) persons: the Superior General of the Society of the Missionaries of the Holy Apostles, Inc. (the "Society") which Society is a corporation duly organized under the laws of the State of Connecticut, the Regional Animator of the North American Region of the Society, the President /Rector of the Corporation but only if such President/Rector is a member of the Society, and one (1) other person to be selected by the General Council of the Society from among the members of the Society of the North American Province. The Corporation shall be governed and operated, in accordance with the bylaws, by a Board of Directors, the initial members of which shall be elected by the incorporators. Thereafter, Directors shall be elected by the members in such manner, and shall hold office for such terms as shall be specified in the applicable provisions of the Corporation's bylaws, but in no case shall the number of Directors be less than three (3), nor more than thirty-three (33).

TWELVTH: The Corporation shall not discriminate against any person because of race, sex, color, religion, creed, national origin or ancestry, and it shall actively seek to eliminate such discrimination in society by promoting the education and careers of all peoples, including females and minorities. To this end, such scholarships as are consistent with the sound and prudent financial management of the Corporation shall be established.

THIRTEENTH: All references herein to provisions of the Internal Revenue Code of 1954 shall be deemed to include all amendments thereto, and statues which succeed such provisions (i.e., corresponding provisions of future United States Internal Revenue Laws).

We hereby declare, under the penalties of false statement, that the statements made in the foregoing Certificate are true.

In Witness Whereof, we have hereto subscribed our names this 31<sup>st</sup> day of December, 1984.

Rec = 1cc Update, Kelly & Spadaro, PA  
1 State St. P.O. Box 31277  
Hartford, CT 06103

**FILED**  
STATE OF CONNECTICUT  
JAN - 3 1985  
Gates H. Griffin  
SECRETARY OF THE STATE

Incorporators:  
Rev. Leo J. Ovian, M. Ss. A.  
Rev. Isaac N. Raney, M. Ss. A.  
Rev. Bradley W. Pierce, M. Es. A.

STATE OF CONNECTICUT }  
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record  
in this case.

In Testimony whereof I have hereunto set my hand,  
and struck the Seal of said Office, at Hartford,  
this 14th day of March A.D. 1985

*Julia H. Jaeger*

SECRETARY OF THE STATE

**BY-LAWS OF**  
**HOLY APOSTLES COLLEGE AND**  
**SEMINARY, INC.**

## **ARTICLE I**

### **Name and Location**

- Section 1. The name of the corporation shall be Holy Apostles College and Seminary, Inc.
- Section 2. The principal office of the corporation shall be located at Holy Apostles College and Seminary, 33 Prospect Hill Road, Cromwell, Connecticut.
- Section 3. For the purposes of these By-Laws, designation of the Society of the Missionaries of the Holy Apostles (hereinafter referred to as "Society"), a canonical pontifical society of apostolic life, or governmental authorities within the Society, shall be deemed to include such successor societies as may be erected by proper Church authority, including, but not limited to unions, mergers or aggregations, and to refer to the equivalent authority therein established.

## **ARTICLE II**

### **Purposes**

- Section 1. Holy Apostles College and Seminary, Inc. (hereinafter referred to as "College and Seminary"), exists to operate and manage Holy Apostles College and Seminary, according to the charism of the Society of the Missionaries of the Holy Apostles, and to further the teaching mission of the Roman Catholic Church (hereinafter referred to as "the Church"). Its purposes include, but are not limited to:
- (a) the education and formation of men for the priesthood, especially adult vocations, and of mature adults for lay leadership positions within the Roman Catholic Church;
  - (b) the provision of a broad Liberal Arts education which prepares its students to think, make decisions, communicate, and to act as responsible religious, professional, business and community leaders;
  - (c) the formation within its seminarians and lay students of character, personal growth, and commitment to the evangelization and humanization of all peoples, especially of God's poor, following the principles and ideals of the Second Vatican Council;
  - (d) the development of the spiritual lives of its seminarians and lay students through community prayer, worship and liturgical services appropriate to their state in life, according to the mind and practice of the Church;

- (e) the conduct of such other business as may be proper and necessary to accomplish the above stated purposes of the corporation.
- (f) (f) Any other provisions herein notwithstanding, the College and Seminary will at all times be organized and operated for exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code of 1986 or a corresponding section of any future federal tax code.

## **ARTICLE III**

### **Membership Corporation**

- Section 1. Members. The College and Seminary shall have five members, including, ex officio, the Provincial Animator (USA) of the Society, the Animator General of the Society, the President-Rector of the College and Seminary if he is a member of the Society, and the remaining persons to be appointed by the Provincial Animator (USA) of the Society with the consent of his Council. The members are hereinafter referred to as "Members".
- Section 2. Terms of Membership. The terms of the ex officio Members shall coincide with their respective terms of office. In the event that any ex officio member is unable to complete his term, the Provincial Animator (USA) shall appoint a temporary replacement until his successor in office is appointed. The terms of the appointed Members shall be three (3) years. They may be reappointed and may be removed at the discretion of the Provincial Animator (USA) with the consent of his Council.
- Section 3. Voting. Every Member shall have one vote which may be cast in person or by proxy. Every proxy shall be executed in writing by the Member or his duly authorized attorney-in-fact, and filed at the principal office of the College and Seminary.
- Section 4. Meetings of Members
- (a) **Chairman**. The Provincial Animator (USA) shall call an annual meeting of the Members to be held during June, or at some other time deemed appropriate by the Members, at the principal offices of the College and Seminary. Additional meetings may be called as and wherever necessary by the Provincial Animator (USA) or any three Member's. The Provincial Animator (USA) shall serve as Chairman at all meetings of the Members. In his absence those present shall elect a Chairman.
  - (b) **Notice**. Those calling a meeting must cause the Secretary of the Members to give written notice to all Members by mail or facsimile ten days in advance of the scheduled day, to include the meeting

time, location and agenda. Meetings and particular agenda items coming before the Members shall be void if advance written notice was not given to all Members, unless all Members submit written waivers to the Chairman.

- (c) **Quorum.** The presence of three of the five Members, in person or by proxy, shall constitute a quorum for the transaction of business at all meetings. In the absence of a quorum, those present may adjourn the meeting to a future time and place and shall duly notify all absent Members.
- (d) **Minutes.** The Secretary of the Members shall prepare and record written minutes of all meetings which he shall deliver to all Members and to the Chairman of the Board of Directors, and preserve in the College and Seminary records.

Section 5 **Duties and Powers.** In addition to those provided by law or given elsewhere in these By-Laws, the Members shall have the following powers:

- (a) to maintain and protect the charism of the Society as described in its Constitution and Norms and the writings of its founder, as regards the College and Seminary;
- (b) to serve as members of the Board of Directors;
- (c) to consult with the Chancellor with respect to the nominee of the Board of Directors for the position of President-Rector;
- (d) with the concurrence of the Provincial Animator (USA), and having given reasonable advance notice to the Board of Directors, to approve the purchase, sale, fundamental alteration or change of use of real property owned by the Society and leased to the College and Seminary;
- (e) to perform such other duties as may be necessary to the carrying out of such functions.

## **ARTICLE IV**

### **Board of Directors**

Section 1. **Role of Board of Directors.** The Board of Directors (hereinafter referred to as "Board") shall establish policies in accordance with the Program of Priestly Formation of the United States Conference of Catholic Bishops (hereinafter referred to as "Program of Priestly Formation") and shall oversee the management of the business and affairs of the College and

Seminary by the Administration in accordance with those policies and these By-Laws.

Section 2. Directors. The Board shall consist of not more than nineteen (19), nor less than thirteen (13) persons. Each Director shall have one vote on matters properly before the Board Directors. Directors shall be of two types:

- (a) *Ex Officio*. The following are Directors by virtue of holding a specific office: the Bishop of Norwich, the Archbishop of Hartford, the Bishop of Bridgeport, the President-Rector and five persons designated by the Members. They begin serving when they have been confirmed in office, and continue until they have been succeeded in their office. In the event of a vacant see the diocesan administrator will assume the affected position until a new bishop takes possession of the diocese. Vacancies that occur in mid-term in the case of Directors who are members of the Society will be filled by temporary appointment made by the Provincial Animator (USA) of the Society.
- (b) Elected. The elected directors shall be selected as follows:
  - (i) The Nominating Committee as constituted in accordance with Article V II, Section 1 (a) shall propose persons for membership on the Board of Directors.
  - (ii) The Board of Directors shall elect the elected directors for staggered terms of 1, 2 or 3 year terms.
  - (iii) Vacancies that occur in mid-term shall be filled by election as soon as practicable.

Section 3. Removal, Resignation and Absence of Directors

- (a) Removal. Any elected Director may be removed from the Board without cause by a two-thirds (2/3) majority vote of the Directors present, in person or by proxy, at any regular meeting or special meeting of the Board called for that purpose.
- (b) Resignation and Forfeiture. An elected Director may resign from the Board by tendering his resignation in writing to the Board. An elected Director who misses three (3) consecutive meetings of the Board without providing reasonable cause in writing to the Board shall be considered to have forfeited his office prior to the end of his term, provided that two-thirds (2/3) of the Directors accept the forfeiture.

Section 4. Duties and Powers. The duties and powers of the Directors shall be, in addition to those given elsewhere in these By-Laws, the following:

- (a) To establish, monitor and improve the structure, organization, policies and procedures of the College and Seminary to enable it to accomplish its mission in accordance with the Program of Priestly Formation;
- (b) To form such committees as may be convenient to further the purposes of the College and Seminary and to oversee the committee's effective coordination and functioning;
- (c) To monitor implementation of recommendations made by visitation and accreditation teams from time to time;
- (d) To award degrees and to approve the academic programs, and the long range academic planning of the College and Seminary;
- (e) To exercise general supervision of the development, administration, and management of material assets of the College and Seminary;
- (f) To receive the annual financial report and budget from the Treasurer of the College and Seminary and the Finance and Development Committee, and to approve them for transmission to the Chancellor of the College and Seminary;
- (g) To lease in the name of the College and Seminary from the Society or other persons, those buildings and grounds the Board deems necessary to develop, operate and achieve the goals of the College and Seminary;
- (h) To approve long and short term goals, policies and plans for the development, use, conservation, repair and maintenance of the buildings and grounds which house the College and Seminary, including: (1) major construction, renovation or change of primary use; (2) their sale, lease, exchange or other such disposition; (3) the execution of bonds, deeds, leases, encumbrances, mortgages, notes, securities or other documents pertaining to those buildings and grounds;
- (i) To seek and to receive in the name of the College and Seminary grants, bequests, endowments, or other forms of gift to be used per the intentions of the donors to achieve the goals of the College and Seminary, including (1) specific projects such as funding special programs, library improvement and the post-graduate education of specific individuals designated by the Society as career members of the College and Seminary's faculty and administration; (2) prudent,

low-risk investments such as high grade funds, stocks, bonds, certificates of deposit, and insured savings accounts;

- (j) To select at a regular or special meeting of the Board of Directors duly called for that purpose from among candidates recommended by the President-Rector Search Committee (as herein provided) qualified and suited for election as President of the College and Rector of the Seminary Division per Article VI, Section 2 and Article VIII, Section 1(b).
- (k) To perform such other duties authorized by canon and civil law as may be necessary and prudent from time to time.

Section 5. Meetings.

- (a) Chairman. The Chancellor shall be the Chairman of the Board and he shall both call and preside at all of its regular meetings. In his absence, a chairman to preside at that particular meeting shall be elected by the vote of more than half of the valid votes cast.
- (b) Regular Meetings. Regular meetings of the Board shall be held three (3) times each year at the principal office of the Corporation to review the plans and progress of the College and Seminary, to establish policy and provide specific guidance as appropriate, and to conduct such other business as may come before the Board.
- (c) Special Meetings. Other meetings of the Board may be called at any time, within the State of Connecticut, by the Chairman of the Board on his own initiative or upon the written request of five (5) Directors.
- (d) Telephonic Meetings or Participation in Meetings. Directors may participate in meetings by telephone. The Board may engage in meetings by telephone, provided due notice as required by these By-Laws is given and appropriate means are provided for telephone conference participation by the Directors available for such meeting.
- (e) Notice. Written notice of the date, time, place and agenda of all meetings of the Board shall be made to each Director, personally, by mail, telegram, or facsimile at least ten (10) days prior to the meeting. Meetings and particular agenda items coming before the members shall be void if written, advance notice was not given to all members, unless all members submit written waivers to the Chairman.

- (f) Waiver. Waiver of notice of any meeting may be made in writing by any Director, whether before or after such meeting, and such waiver shall be as fully effective as a notice given in accordance with these By-Laws.
- (g) Quorum. At all meetings of the Board the presence in person or by proxy of at least two-thirds (2/3) of the Directors in office shall be necessary to constitute a quorum for the transaction of business. The acts of the Directors at a meeting at-which a quorum is present shall be the acts of the Board of Directors. If, at any meeting of the Board of Directors, there should be less than a quorum present, those present are to adjourn the meeting to such future time and place as they shall determine, giving notice of such time and place to all Directors not present.
- (h) Voting. Every Director shall have one vote which may be cast in person or by proxy. Every proxy shall be executed in writing by the member or his duly authorized attorney-in-fact, and filed at the principal office of the College and Seminary. There being a quorum present, acts of the Board shall be passed by an absolute majority of the Directors present.
- (i) Consent. If all the Directors shall jointly or severally consent in writing to any action to be taken by the College and Seminary, such action shall be in all respects valid as though it had been authorized at a duly called meeting of the Board of Directors.

Section 6. Compensation and Insurance. No compensation, other than reimbursement for out of pocket expenses, shall be paid to Directors for services rendered to the College and Seminary in the furtherance of its mission or the management and conduct of its affairs. Each Director shall be covered by board-member insurance.

## ARTICLE V

### Officers

Section 1. Number. The officers of the College and Seminary shall be: a President-Rector, Vice President-Vice Rector, Secretary, and Treasurer. The Directors may elect such additional officers as they shall deem necessary.

Section 2. Election. Appointment. and Term.

- (a) The President-Rector shall be elected in accordance with the following procedure: The President-Rector Search Committee shall consist of three persons representative of the Missionaries, the Bishops and the elected Directors of the Board, each to be selected by the constituency represented, with selection of a proposed

President-Rector by the Board of Directors from the recommendations of the President-Rector Search Committee with said selection to be confirmed by the Chancellor after consultation with the Members.

- (b) The remaining officers shall be elected by the Board of Directors to serve fixed terms with possible reappointment.

Section 3. The President-Rector. The President-Rector shall be the chief executive and administrative officer of the College and Seminary.

- (a) Powers and Duties. The President-Rector shall have all of the general powers and duties that are usually vested in the office of President-Rector and shall be an *ex-Officio* member of all committees established by these By-Laws or by the Board of Directors. They shall include, but not be limited to the following powers and duties:
  - (i) to exercise general management and control of the ordinary business operations, educational activities, religious and other affairs of the College and Seminary so as to accomplish its mission consistently with the charism of the Society as described in its Constitution, and in such fashion that the principles of the Gospel and those underlying the canons of the Catholic Church on priestly formation and the Program of Priestly Formation, are clearly supported and reflected in the lives of the President-Rector and all officers, faculty and staff of the College and Seminary; these powers and duties shall include the authority to hire and fire personnel in accordance with policies that may be adopted from time to time by the Board of Directors.
  - (ii) to refer appropriate matters promptly to the Chancellor and the Board of Directors;
  - (iii) to execute or to provide written delegation to some other officer of this College and Seminary to execute, all authorized contracts, bonds, deeds, mortgages, notes or other documents of the College and Seminary except where the law or these By-Laws provide otherwise;
  - (iv) to sign all diplomas or other certificates of achievement issued by the College and Seminary, together with such other persons as the President-Rector may authorize;

- (vi) to submit regular reports on the functioning of the College and Seminary to the Board of Directors, and to attend all meetings of the Board of Directors, and such meetings of its committees as the Board of Directors may direct;
  - (vii) at the end of each academic year to submit a written report to each member of the Board of Directors providing a statistical summary of enrollment, dioceses and religious communities present, degrees conferred, faculty, student and spiritual life, buildings and grounds, finances, development activities, and planning;
  - (viii) to present nominations for appointment to the faculty to the Chancellor and, upon approval of such nominations, to appoint such persons to the faculty.
- (b) **Qualifications.** The President-Rector shall be a Roman Catholic priest of pastoral disposition who follows the magisterium, with broad pastoral and academic experience and of excellent reputation. In the search for, nomination, and election of the President-Rector, preference shall be given to members of the Society, but selection is not exclusively reserved to them.
- (c) **Removal.** The President-Rector may be removed before the end of his term only for grave cause, and only following the procedure prescribed below. The Priestly Formation Committee shall evaluate the President Rector's performance for the Board of Directors each year at its Spring meeting, using criteria it established the previous year in dialogue with the President-Rector, and which the Board of Directors and the Members of the College and Seminary approved. In the event the evaluation recommends removal, the President-Rector shall be given a reasonable time in which to make a response to the Board of Directors. The Board shall hear the response not later than its next regular meeting. If the Board votes to recommend removal by a two-thirds (2/3) majority of the total membership of the Board, the recommendation is presented to the Chancellor. Thereafter, the Chancellor alone has the authority to remove the President-Rector.
- (d) **Interim President-Rector.** In the event of the absence, resignation, disability or death of the President-Rector, the Members of the College and Seminary shall elect an Interim President-Rector from candidates nominated by the Board of Directors per ARTICLE VI, Section 2. The Chancellor may then appoint the Interim-President-Rector who shall serve until the President Rector has returned, or until a new President-Rector has been appointed in the regular manner.

Section 4. The Vice-President and Vice-Rector. The offices of Vice-President of the College and Vice-Rector of the Seminary Division may be combined to one Vice-President/Vice-Rector. The Vice-President/Vice-Rector shall perform such duties as may be delegated to him by the President-Rector.

In appointing Vice Presidents and Vice Rectors, preference shall be given to members of the Society, but appointment need not be exclusively from members of the Society. In the event of the absence or disability of the President-Rector, he shall perform his duties until the appointment of an Interim President-Rector. The Board of Directors may elect such additional Vice-Presidents and Vice-Rectors as they deem necessary.

Section 5. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors, and shall have care of such of the books, records and papers as the Board of Directors may direct, all of which shall, at reasonable times, be available for examination by any Director, upon reasonable notice to the Secretary. The Secretary or such person as he or she may delegate, shall also give notice, as required by these By-Laws, of all meetings of the Board of Directors. The Secretary shall report directly to the President-Rector and shall perform such other duties as the President-Rector or the Board of Directors may assign.

Section 6. Treasurer. The Treasurer shall have custody of the funds of the College and Seminary. He shall be trained and experienced in financial affairs and shall post a fidelity bond if required by the Board of Directors. He shall collect, account for, secure and disburse the funds of the College and Seminary in payment of its ordinary and legal debts and obligations. Extraordinary claims for payment shall be referred to the President-Rector, or the Board of Directors, as appropriate. He shall deposit all receipts in the name of the College and Seminary in depositories designated by the Board of Directors. He shall, in consultation with the Finance and Development Committee, prepare an annual budget and an audited financial report for the Members of the College and Seminary and the Board of Directors, which shall be retained at the principal office of the College and Seminary for at least ten years. The Treasurer shall report directly to the President-Rector and shall perform such other duties as the President-Rector or the Board of Directors may assign.

## **ARTICLE VI**

### **The Chancellor**

Section 1. Office. There shall be a Chancellor of Holy Apostles College and Seminary, whose primary office will be to assure the fidelity of its theological, moral, philosophical, canonical and other religious instruction to the teachings of the Magisterium of the Roman Catholic Church.

Section 2. Duties. The Chancellor's duties shall include:

- (a) to promote continually the progress of the College and Seminary;
- (b) to ensure that authentic Catholic doctrine is integrally followed and that the prescriptions of the Roman Catholic Church, the Program of Priestly Formation and the authentic teaching of the Magisterium of the Roman Catholic Church are faithfully implemented;
- (c) to appoint and to receive the Profession of Faith and Oath of Fidelity of the President-Rector, provided he may delegate such duty to the President-Rector;
- (d) to give or to withhold from those teaching in the theological disciplines the mandate to teach;
- (e) to concur in the appointment of all faculty, spiritual directors, priestly formation advisors, senior administrators and principal staff of the College and Seminary;
- (f) to serve as Chairman of the Board of Directors;
- (g) to represent the interests and concerns of all bishops and major religious superiors sponsoring students at Holy Apostles College and Seminary to the Board of Directors and to convey the issues and concerns of Holy Apostles College and Seminary to these same bishops and major religious superiors; and
- (h) to engage in such other activities as may be necessary to the accomplishment of these duties and the mission of the College and Seminary.

Section 3. Appointment. The Bishop of the Diocese of Norwich shall be the Chancellor, ex officio, from the moment he accepts appointment as Chancellor by the Members, and shall serve as long as he shall hold the office of Bishop. In the event of a vacant see, or inability of the Bishop of Norwich to serve, the Archbishop of the Archdiocese of Hartford shall be offered appointment as Chancellor until such time as possession is once again taken of the see of Norwich. In the event that both of these sees should become vacant, or of the inability of both ordinaries to serve as Chancellor, the appointment shall be offered to the Bishop of Bridgeport until such time as either see is filled and appointment as Chancellor is accepted.

## ARTICLE VII

### Committees

Section 1. Standing Committees. The Board of Directors may establish such standing committees as it shall determine to accomplish the mission and purposes of the College and Seminary, by the vote of more than half of the Directors present, in person or by proxy, at any regular or special meeting called for that purpose. Meetings of standing committees may be held at any time, upon at least ten (10) days notice given to each member of the committee concerned in the manner and with the exceptions established for meetings of the Board of Directors in ARTICLE V, Section 5 above. The Chairman or any two (2) members of a standing committee may call and give notice of a meeting. Meetings of standing committees shall be conducted using the procedures and rules established for meetings of the Board of Directors in ARTICLE IV, Section 5, above.

- (a) Nominating Committee. This committee shall nominate prospective members of the Board of Directors for election by the Board of Directors and prospective members of standing or special committees for appointment by the Board of Directors. Its members shall be (i) a representative of the Ordinaries of Connecticut designated by the Bishop of Norwich, (ii) a representative of the Members designated by the Provincial Animator (USA) of the Society and (iii) a representative of the other members of the Board of Directors elected by such other members.
- (b) Priestly Formation Committee. This committee shall advise the Board of Directors relative to the Priestly Formation Program of Holy Apostles College and Seminary, assuring its overall effectiveness and compliance with the mandates of national and universal laws and norms established by the Roman Catholic Church and the Program of Priestly Formation; and conduct annual evaluations of the performance of the President-Rector for the Board of Directors. Its members shall be the Latin Church Diocesan Bishops of the State of Connecticut and its Chairman shall be the Bishop of Norwich.
- (c) Finance Committee. This committee shall advise the Board of Directors regarding fund raising activities, investments, general financial operations and like matters. The Finance Committee shall assist the Treasurer of the College and Seminary in preparing the annual budget and financial report for presentation to the Board of Directors. Its members shall be designated by the Chancellor in consultation with the Board of Directors.

Section 2. Special Committees. The College and Seminary shall have such special committees as shall be determined by the Board of Directors. The President-Rector shall determine matters of membership, voting, meetings, leadership, quorum and minutes consistently with these By-Laws.

Section 3. Compensation. No compensation, other than reimbursement for out of pocket expenses, shall be paid to members of committees for services rendered to the College and Seminary in the furtherance of its mission or the management and conduct of its affairs.

## **ARTICLE VIII**

### **Indemnification**

Section 1. The College and Seminary shall indemnify the Chancellor and any Director or Officer of the College and Seminary in accordance with the requirements of Section 33-454a of the Connecticut General Statutes, as amended from time to time. In the event said Section 33-454a is repealed and not replaced with any other statutory provision for indemnification, the College and Seminary shall indemnify such Director or Officer in accordance with the requirement of Section 33-454a as it existed on the date these By-Laws are enacted. In addition, the provisions of Section 52-557m of the Connecticut General Statutes, and any successor thereto, are hereby incorporated by reference and made part hereof.

## **ARTICLE IX**

### **Amendments**

Section 1. These By-Laws or any part of them may be altered, amended, added to or repealed when necessary to carry out the mission of the College and Seminary, consistently with canon and civil law, and the mind of the Church in either of two ways: (i) Proposed amendments may be made by the Board of Directors and ratified by the Members, or (ii) proposed amendments may be made by the Members and ratified by the Board of Directors. In each case, the proposed amendment and ratification must be made by a vote of two-thirds (2/3) of the Directors or Members at any regular or special meeting duly held of either body.

## **ARTICLE X**

### **Affirmative Action Statement**

Section 1. Holy Apostles College and Seminary shall not discriminate against any person because of race, sex, color, religion, creed, national origin or ancestry, and it shall actively seek to eliminate such discrimination in

society by promoting the education and careers of all peoples, including females and ethnic minorities, per the applicable provisions of civil and canon law.

## **ARTICLE XI**

### **Seal**

Section 1. The seal of the College and Seminary shall be circular in form, bearing the words "Erunt Sicut Stellae" circling the upper hemisphere and the words "Holy Apostles College and Seminary" circling the lower hemisphere. These shall enclose a five pointed star at the center, over which shall be embossed the form of a dove with head down and wings extended from the back with four groups of five lines radiating out horizontally and vertically separating four equal quadrants, each of which shall be enclosed at the perimeter by a line of three small, five pointed stars. The seal shall appear as pressed below.

## **ARTICLE XII**

### **Dissolution**

Section 1. In the event of a dissolution of Holy Apostles College and Seminary, Inc., its assets shall be disposed of in accordance with the provisions set forth in the Certificate of Incorporation as amended from time to time.

## **ARTICLE XIII**

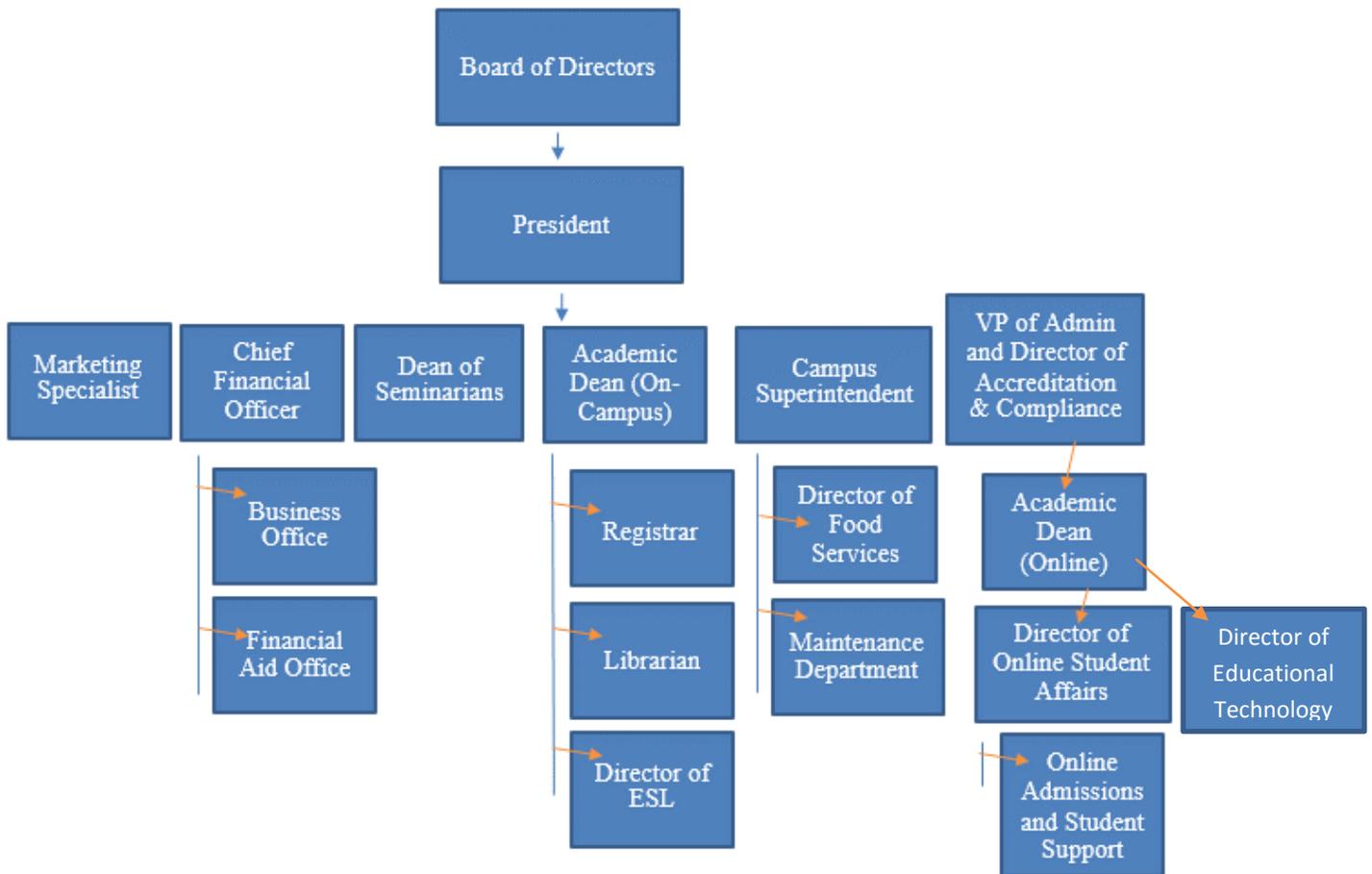
### **Applicable Law**

Section 1. (a) Notwithstanding anything to the contrary contained herein, neither the College and Seminary, not its Members, Directors, Officers, Agents or Employees, shall take any action which violates the Canon Law of the Roman Catholic Church, the norms of the National Conference of Catholic Bishops of the United States of America, the Constitution and Norms of the Society of the Missionaries of the Holy Apostles or any canonically erected successor Society and the civil statutes granting it juridic personality. In the event such action shall be taken, such action shall be deemed void, ab initio, and shall have no force or effect.

(b) If any provision of these By-Laws, or application thereof, shall to any extent be invalid or unenforceable as a result thereof, the remainder of these By-Laws shall not be affected thereby and shall be valid and enforceable to the fullest extent permitted by law.

(c) Resolution of any dispute which may arise under these By-Laws shall be sought by interpretation of the applicable law in fraternal and charitable dialogue. An unresolved dispute shall be taken to the Bishop's Committee on Priestly Formation for consultation and possible arbitration before any other relief is sought. Thereafter, the disputants may have recourse to the appropriate Vatican Congregation.

# Organizational Chart



Note that for economy of space the organizational chart provides a backbone structure for administrative needs. Positions listed within this document that do not appear on the chart are labeled concerning which of the above administrators is responsible for its oversight.