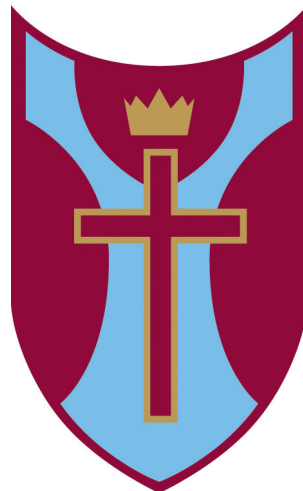


BYLAWS
OF THE
DE SMET JESUIT
MEN'S CLUB

Saint Louis, Missouri



Originally approved and ratified by the General Membership on April 2, 2007.

Articles 5.1, 6.4.3, 7.1, and 7.2.1, amended on February 25, 2008.

Articles: 4.2, 5.1, 5.5, 6.1, 6.2, 6.3, 6.4.4, 7.1, 7.2.3, 7.3.6 and 7.4 amended as indicated on December 18, 2014.

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1 Name

The name of this association is *De Smet Jesuit Men's Club*.

2 Purpose

The focus of the Jesuit “Grad at Grad” vision is to provide the fullest possible human development during four years of study. At graduation, the graduate of a Jesuit high school should be open to growth, intellectually competent, religious, loving, and committed to doing justice. As such, De Smet Jesuit Men’s Club exists solely to support the Grad at Grad educational and spiritual mission of De Smet Jesuit High School. Members of De Smet Jesuit Men’s Club share a common belief that the personal development of the young men enrolled at De Smet Jesuit High School, individually and as a community, will be enhanced through active involvement of fathers and male guardians in the development process. Therefore, De Smet Jesuit Men’s Club attempts both to provide such service to De Smet Jesuit High School as may benefit its academic, athletic, and extracurricular programs and to supplement those programs with activities promoting communication, cooperation, socialization, and school spirit among administration, faculty, staff, students, and parents and guardians of students.

3 Operations

3.1 Authority

The members shall conduct all business and operations of the De Smet Jesuit Men’s Club. Consistent with applicable laws, regulations, rules, and these Bylaws, the officers may cause the De Smet Jesuit Men’s Club to acquire, hold, invest, encumber, lease, sell and dispose of assets, to incur, compromise and satisfy liabilities for borrowed money and for goods and services received, to enter into and perform contracts and to take all other actions in due course of business.

3.2 Liability

No officer or member of the De Smet Jesuit Men’s Club shall be liable to the De Smet Jesuit Men’s Club for any action, or failure to act, by such officer or member on behalf of the De Smet Jesuit Men’s Club and for its benefit if such action, or failure to action, was taken, or refrained from, in good faith and without gross negligence.

3.3 Distributions

It is not the purpose of the De Smet Jesuit Men’s Club to accumulate a substantial net worth. Therefore, the De Smet Jesuit Men’s Club shall periodically, not less often than annually, distribute funds of the De Smet Jesuit Men’s Club in excess of those necessary or appropriate for its business and operations including, without limitation, working capital, reserves for liabilities and prior distribution commitments, and reserves for future expenses, acquisitions, and reasonable business purposes. Such distributions shall be made to or for the benefit of De Smet Jesuit High School and any of its various departments, programs, and activities in accordance with requests submitted to the De Smet Jesuit Men’s Club or with needs identified by the Officers.

3.4 Prohibitions

In no event shall any asset of the De Smet Jesuit Men's Club be transferred or distributed in any way to benefit directly any individual or entity other than De Smet Jesuit High School, or in its absence, some other entity qualifying for tax exemption under section 501(c)(3) of the Internal Revenue Code, or its successor provision, as designated by the membership. Provided, however, that the foregoing prohibition shall not be interpreted to limit transactions in the normal course of business, including payment of reasonable compensation for goods and services provided to the De Smet Jesuit Men's Club. For such purposes, reasonable compensation shall be determined by reference to the fair market value as evidenced by transactions conducted at arm's length between independent persons.

3.5 Restrictions

The membership shall not cause the De Smet Jesuit Men's Club to change its purpose, to cease all operations, to dispose of substantially all of its assets, or to take any other action that could reasonably be expected to prevent the De Smet Jesuit Men's Club from continuing business without due process for appropriate changes in these bylaws.

3.6 Amendments

Prior to amending the bylaws, amendments shall be approved by the moderator and be provided to the membership during the regularly scheduled meeting prior to the meeting at which the amendment or revision is voted upon. These bylaws may be amended or revised at any regular meeting of the organization by a two-thirds vote of the members present and in good standing. Amendments to these bylaws shall become effective upon their adoption.

3.7 Offices

The De Smet Jesuit Men's Club shall maintain an office or arrange for a place to conduct business and a place to keep official copies of its books and records safe.

3.8 Fiscal Year

De Smet Jesuit Men's Club shall operate on a fiscal year beginning July 1 of each calendar year and ending on June 30 of the following calendar year.

3.9 Dissolutions

In the event that the De Smet Jesuit Men's Club should be dissolved, then its business and affairs shall be concluded in timely manner and all its assets in excess of those necessary to pay for, or establish appropriate reserves against, all current, future and contingent liabilities and expenses shall be either distributed in kind or sold and the proceeds of such sales distributed. All such liquidating distributions shall be made to or for the benefit of De Smet Jesuit High School, or in its absence, some other entity qualifying for tax exemption under section 501(c)(3) of the Internal Revenue Code, or its successor provision, as designated by the De Smet Jesuit Men's Club.

4 Membership

4.1 Eligibility

All fathers and male guardians of students of De Smet Jesuit High School shall be members in the De Smet Jesuit Men's Club. Members of the faculty, staff, and administration are also eligible for membership. In addition, priests, brothers, past members of De Smet Jesuit Men's Club, alumni of De Smet Jesuit High School, fathers and male guardians of alumni of De Smet Jesuit High School, and other men who share an interest in the work of De Smet Jesuit Men's Club shall be eligible for membership.

4.2 Term

Membership in De Smet Jesuit Men's Club shall generally correspond to the fiscal year of De Smet Jesuit Men's Club. However, members may resign at any time by written notice to the President of De Smet Jesuit Men's Club. Membership in De Smet Jesuit Men's Club may be revoked at any time for actions or publicity detrimental to De Smet Jesuit Men's Club or De Smet Jesuit High School and or for other cause, sufficient in the discretion of a quorum of members, provided that the affected member is given notice of the proposed revocation and reasonable opportunity to oppose it before De Smet Jesuit Men's Club.

4.3 Compensation

In any event, no person accepted as a member of De Smet Jesuit Men's Club shall receive any compensation for services volunteered to De Smet Jesuit Men's Club.

4.4 Dues

A yearly membership fee shall be due at the beginning of the school year or as new students enroll during the school year. The Executive Committee shall set the amount of the dues.

5 Meetings

5.1 Regular Meetings

Regular meetings of the Executive Committee and General Membership will be conducted approximately monthly throughout the school year: August through May. All members of the General Membership are welcome to attend. Regular meetings shall be held at least six (6) times a year, usually at 7:00 PM of the fourth Thursday of each month except December, at a time and place set by the De Smet Jesuit Men's Club. All meetings of De Smet Jesuit Men's Club will take place in a space at De Smet Jesuit High School. However, the De Smet Jesuit Men's Club Executive Committee, in its discretion, may change the date, time or place of any regular meeting provided it gives the membership one week of notice. At least three (3) days prior to each regular meeting, an agenda for the meeting and a copy of minutes from the prior meeting will be provided to the General Membership and to the Moderator. (Article amended from 8 to 7 meetings a year on Feb. 25, 2008)

5.2 Quorum

A quorum will be required to conduct a Regular Meeting of De Smet Jesuit Men's Club. A quorum will be defined as five members of the Executive Committee, including three officers.

5.3 Voting

Voting privileges are awarded to all members in good standing who have signed the meeting attendance list. The voting power of all members shall be equal and each member shall have one vote upon each proposition and for the election of each Executive Committee Officer. For the purpose of transacting business at meetings, other than amendment of the Bylaws, the affirmative vote of a simple majority of the quorum shall be required. For the purpose of amending the Bylaws an affirmative vote of two-thirds (2/3) of the quorum shall be required.

5.4 Order of Business

Meeting announcements, including an agenda, will be distributed prior to each general membership meeting in a timely manner. Minutes of each meeting will be distributed and available for discussion at the next meeting. At all meetings of the Club, the following will be a guide for the order of business:

1. Call to Order
2. Attendance
3. Determination of Quorum
4. Opening Prayer
5. Reading and Approval of Minutes
6. Reading and Approval of the Financial Report
7. Committee Reports
8. Reading of Communications
9. Old Business
10. New Business
11. Adjournment

5.5 Special Meeting

Special meetings of the De Smet Jesuit Men's Club may be called at any time by the President or at the written request of at least six (6) members. The President shall set the date, time, place, purpose, and agenda for such meetings, if he requests the special meeting, or by the members requesting the Special Meeting, as the case may be. The Communications Chair shall provide each member with electronic notice, at least three (3) days prior to the meeting, setting out the date, time, place and purpose of the meeting and describing specifically the agenda for the meeting and the action proposed to be taken at it. The special meeting shall proceed according to the agenda provided with the electronic notice of the meeting, and no business shall be conducted at a special meeting that is not directly related to the purpose stated in such notice.

6 Officers

6.1 Positions

De Smet Jesuit Men's Club shall elect a President, Vice President, Recording Secretary, Communications Chair, and Treasurer. The President shall have served in the De Smet Jesuit Men's Club for at least six (6) months prior to the date of his election provided, however, that such requirement may be waived for good cause shown.

6.2 Elections

Election of officers for the following term will take place at the April general membership meeting. The Vice President will open and preside over the nomination and election process at the March meeting. Any member can make a nomination, verbally or in writing. Nominees do not have to be present to be nominated. Nominees have the right to decline. Each nomination must be seconded. Nominations will be closed at the end of the March meeting. Elections will be held at the April meeting. The election of President will occur first. In the event of no accepted or approved nomination for any other office, the newly elected President will fill the vacancy by appointment. The remainder of the school year following the election will be a period of transition facilitated by the outgoing administration.

6.3 Terms

Incoming officers will officially assume their duties at the beginning of the fiscal year. Each officer so elected shall hold office for a term of one (1) year and thereafter until his successor has been duly elected or appointed. An officer may resign by written notice to the President, or be replaced at any time at the discretion of the De Smet Jesuit Men's Club Executive Committee.

6.4 Duties

6.4.1 President

The President shall be the chief executive officer of the De Smet Jesuit Men's Club and shall preside at all meetings of its members. He will have all the authority and responsibility customarily held by the chief executive officers of private stock corporations including the authority to disburse funds and issue checks of the De Smet Jesuit Men's Club in the absence of the Treasurer. Duties of the President include:

- Preside at all meetings
- Prepare a written agenda for all meetings
- Appoint chairmen of various committees
- Establish and maintain regular communications between the De Smet Jesuit Men's Club and both the Mothers' Club and the school administration
- Ensure the implementation of the Bylaws at all meetings
- Be an ex-officio member of all committees
- Delegate authority for responsibilities he is unable to perform
- Perform other duties pertaining to the office as required
- When leaving office, turn over all appropriate records to his successor

6.4.2 Vice-President

The Vice President shall assist the President and act in the place of the President in his absence or incapacity. In addition, the Vice President shall serve as Chairman of the Nominating Committee. Duties of the Vice President shall include:

- Perform the duties of President whenever the President is absent
- Assume the duties of President until the next election if that office becomes vacant during the year
- Chair "special projects" and committees pertaining to the needs of the association
- Monitor adherence to the bylaws at all meetings
- When leaving office, turn over all appropriate records to his successor

6.4.3 Recording Secretary

The Recording Secretary shall maintain the office and records of the De Smet Jesuit Men's Club, including its Articles, Bylaws, tax-exemption certificates, minutes of meetings, reports of committees and activities, and all other documents, amendments, and materials of importance or interest to the De Smet Jesuit Men's Club. (Article amended to delete maintaining roster of members on Feb. 25, 2008. Responsibility for membership roster assigned to new "Membership Chairman" created on Feb. 25, 2008)

6.4.4 Communications Chair

The Communications Chair shall send to all club members the necessary notices of meetings and matters related to such meetings and actions taken as a result of decisions made. He shall perform or coordinate all external communications, work with a designated De Smet Jesuit representative to make Men's Club web page updates, and public relations of the De Smet Jesuit Men's Club. The Communications Chair shall make the current Bylaws available to any and all members of the organization.

6.4.5 Treasurer

The Treasurer shall be the chief financial officer of the De Smet Jesuit Men's Club and shall have all authority and responsibility customarily held by chief financial officers of private stock corporations. Without limitation on the foregoing, the Treasurer shall keep the books of the De Smet Jesuit Men's Club, shall maintain records of the assets, investments, liabilities, contracts, and financial affairs of the De Smet Jesuit Men's Club, and shall disburse funds and issue checks of the De Smet Jesuit Men's Club in accordance with the actions and policies of the Club. The Treasurer shall report on the financial affairs of the De Smet Jesuit Men's Club, including its receipts, disbursements and financial condition, at each regular meeting, shall prepare such special reports as may be requested and shall coordinate any audits of De Smet Jesuit Men's Club books requested by Officers or majority of the members present at a De Smet Jesuit Men's Club meeting. Other duties of the Treasurer include:

- Receive all fees and other monies from members and others
- Make disbursements as directed by the Executive Council
- Make a verbal financial report at each general membership meeting
- Prepare written reports of financial condition suitable for circulation to any interested member
- Maintain an accounting of all association and committee transactions
- Recommend changes to financial affairs
- Preside at meetings when both the President and Vice President are absent
- Prepare an annual financial report within thirty days of the end of the fiscal year
- When leaving office, turn over all books, records, paper, monies, etc. to his successor

6.4.6 Moderator

The Moderator shall be the President of the De Smet Jesuit High School or his designated representative. He shall have the right to attend all meetings and proceedings and have full right to vote on all Club matters. He shall inform and advise the Club on issues related to or in violation of De Smet Jesuit High School policy.

6.4.7 Past President

The immediate Past President shall serve as counsel for the current Executive Committee. The immediate Past President will serve in an advisory capacity, as needed, to the President. He may attend monthly meetings.

7 Committees

7.1 Executive Committee

The Executive Committee of this organization shall consist of the President, Vice President, Recording Secretary, Communications Chair, Treasurer, Class Representatives Chairman, Concessions Chairman, and the Membership Chairman.

The Executive Committee shall manage the affairs, activities, and operation of the organization. The Executive Committee shall transact necessary business during the intervals between the meetings of the membership, and such other business as may be referred to it by the membership or these bylaws. It may create Standing and Special Committees, approve the plans and work of standing and special committees, present reports and recommendations at the meetings of the membership, prepare and submit a budget to the membership for approval, and, in general, conduct the business and activities of the organization. In the fall of their election the Executive Committee shall appoint chairpersons for Standing Committees and Appointed Committees. (Article amended Feb. 25, 2008 changing the name of Volunteer Chairman to Membership Chairman.)

7.2 Standing Committees

Standing committees recur annually and operate throughout the year. The following paragraphs describe the standing committees.

7.2.1 Volunteers Committee

The Membership Committee shall be composed of up to four (4) persons who shall be selected by the Executive Committee at the beginning of each year. The President shall designate one of the committee members as the Chairman. The Volunteers Committee solicits, obtains, and organizes members to staff activities and events conducted or supported by De Smet Jesuit Men's Club throughout the year. (Article amended Feb. 25, 2008 changing the name from Volunteer Committee to Membership Committee.)

7.2.2 Concessions Committee

The Concessions Committee shall be composed of up to four (4) persons who shall be selected by the Executive Committee at the beginning of each term. The President shall designate one of the committee members as the Chairman.

The Concessions Committee procures and acquires equipment, materials, and supplies for the De Smet Jesuit Men's Club to operate the fixed concession stand and mobile concession stand during numerous athletic and social events throughout the year.

7.2.3 Class Representatives Committee

The Class Representatives Committee shall consist of the parent representatives from each class. The President shall select a Chairman from the representatives. The parent representatives consist of twelve fathers of students, three representing each grade: freshmen, sophomores, juniors, and seniors.

The Class Representatives function as a liaison between the Executive Committee and fathers of boys in their respective classes. They shall coordinate all activities related to each grade level. This includes organizing parent and class networking events and activities held by each class for the purpose of raising funds.

7.3 Appointed Committees

The President, with input from the Executive Committee, has the authority to appoint and specify duties for non-standing committees. These committees may be created annually or less frequently. Such committees have a finite duration and dissolve when their task is complete. The following paragraphs describe some appointed committees

7.3.1 Nominating Committee

The Nominating Committee shall be composed of up to three (3) persons who shall be selected by the Executive Committee at the beginning of each year. The Vice President shall serve as the Chairman of the Nominating Committee.

The Nominating Committee shall be responsible for soliciting and receiving all suggestions for persons to serve as officers during the subsequent year. The committee shall contact all persons who will be nominated to confirm their willingness to serve. The committee shall prepare a slate of officers to present for election by the membership.

7.3.2 Bylaws Committee

The Bylaws Committee shall be composed of up to four (4) persons. The President shall designate one of the committee members as the Chairman.

The Bylaws Committee shall review and recommend revisions to the Bylaws. No approval of any amendment to the Bylaws shall be effective unless notice of the proposed revision is given to the members of the Association at least ten (10) days prior to the meeting held for such purpose.

7.3.3 Finance Committee

The Finance Committee shall consist of selected members of the Executive Committee. It shall prepare a proposed budget to be presented at the first Executive Committee meeting and submitted for approval at the first regular meeting.

The Finance Committee shall prepare a complete accounting of funds from the prior year to be presented at the first regular meeting. The Finance Committee shall establish an appropriate set of revenue and expense accounts and prepare an estimate of their anticipated values for the coming year. This budget shall be used to guide the activities of the Executive Committee during the year. The Executive Committee must approve any deviation from the budget of \$500 or more for a single appropriation in advance.

7.3.4 Father-Son Banquet Committee

The Father-Son Banquet Committee shall be composed of up to four (4) persons who shall be selected by the Executive Committee at the beginning of each year. The President shall designate one of the committee members as the Chairman.

The Father-Son Banquet is held at De Smet Jesuit High School and provides an opportunity for fathers and sons to socialize, dine, and listen to a well known, discerning, and entertaining speaker relevant to both age groups. The Father-Son Banquet Committee is responsible for selecting and coordinating the date, photographer, caterer, menu, and speaker for the banquet.

7.3.5 Father-Son Golf Outing Committee

The Father-Son Golf Outing Committee shall be composed of up to four (4) persons who shall be selected by the Executive Committee at the beginning of each year. The President shall designate one of the committee members as the Chairman.

The Father-Son Golf Outing is intended to provide an annual opportunity for fathers and their sons to share an activity together. The committee determines the price, and makes arrangements for the course, meals, contests, photographs, memorabilia, etc.

7.3.6 Scholarship Committee

The Scholarship Committee shall be composed of up to three (3) persons who shall be selected by the Executive Committee at the beginning of each year. The President shall designate one of the committee members as the Chairman. The De Smet Jesuit Men's Club appropriates money for current De Smet Jesuit High School students or college scholarships to be awarded to De Smet Jesuit High School students at graduation. The Scholarship Committee works with the De Smet Jesuit High School to establish selection criteria and review student qualifications for the scholarship awards.

7.3.7 Outstanding Service Award

This award shall be called "The Presidents' Award for Outstanding Service to the De Smet Jesuit Men's Club." This award will be presented annually to one or more members of the De Smet Jesuit Men's Club in recognition of extraordinary dedication and service to the De Smet Jesuit Men's Club. The selection committee will be comprised of the current President, immediate past President, the Class Representative Committee Chairman, and the Moderator.

7.3.8 Faculty Recognition Award

This award shall be called the "De Smet Jesuit Men's Club Award for Outstanding Service to the De Smet Jesuit High School." This award shall be presented annually to one or more members of the faculty in recognition of extraordinary dedication and service to the De Smet Jesuit High School. The selection committee shall be comprised of the current President, immediate past President, the Class Representative Committee Chairman, and the Moderator.

7.3.9 Special Events Committee

The Special Events Committee shall be composed of up to three (3) persons who shall be selected by the Executive Committee at the beginning of each year. The President shall designate one of the committee members as the Chairman. The Special Events Committee shall be responsible for all aspects of one or more special events each year. Examples of special events are:

- Father-Son Paintball Outing
- Catholic Youth Council Track Meet
- Musical Concerts
- Art Shows
- Homecoming Support
- Educational Speaker Series

- Joint Men and Mothers Event

7.4 Reports

Each Committee chairman will be responsible for providing a report to the general membership at the next regular meeting after the completion of the event. The report will include tasks performed, lessons learned, and event results. The event will be filed with the Recording Secretary.