

**AMENDED AND RESTATED BYLAWS
OF
FAITHFUL SHEPHERD CATHOLIC SCHOOL**

ARTICLE I

Name

Section 1.1, Corporate Name. The name of this corporation is “Faithful Shepherd Catholic School” (hereinafter sometimes referred to as the “Corporation” or the “School”).

ARTICLE II

Purpose

Section 2.1, Statement of Vision. The purpose of this Corporation is to maintain and operate a consolidated Catholic School for the parishes of The Church of St. Thomas Becket of Eagan, Minnesota, The Church of St. John Neumann of Eagan, Minnesota, and The Church of St. Peter, of Mendota, Minnesota (the “Sponsoring Parish(es)”), and the surrounding community, which shall be known as Faithful Shepherd Catholic School (the “School”). It is intended that the Corporation and the School be operated so as to allow the Corporation to be listed in the official Catholic Directory.

ARTICLE III

Office: Corporate Seal

Section 3.1, Registered Office. The registered office of the Corporation in the State of Minnesota shall be at the address specified in the Articles of Incorporation, or any amendment or restatement thereof, in a certificate of change of registered office filed with the Secretary of State of Minnesota.

Section 3.2, Seal. The Corporation shall not have a corporate seal.

Section 3.3, Other Offices. The Corporation may have such other offices, within or without the State of Minnesota, as the Board of Directors may from time to time determine.

ARTICLE IV

Members

Section 4.1, Members. The Corporation shall not have members.

ARTICLE V

Board of Directors

Section 5.1, Composition. The business and affairs of the Corporation shall be managed by and under the direction of the Board of Directors. The Board of Directors shall be composed of nine (9) members, appointed in equal numbers by each of the Sponsoring Parishes, with equal voting privileges.

Of the three members appointed by each of the Sponsoring Parishes, one shall be the Pastor, who shall be deemed appointed by the Archbishop of The Archdiocese of St. Paul and Minneapolis (the “Archbishop”). In the event no Pastor is assigned to such Sponsoring Parish, such other person as

is designated by the Archbishop (e.g., the parish canonical administrator or interim parish life administrator), shall be deemed the “Pastor” for purposes of these Bylaws.

The remaining two members shall be appointed by the Pastor or the Archbishop, one of which must be a parent or legal guardian of a student in the School as of the time of appointment.

The number of directors may be increased if approved by a two-thirds (2/3) vote of the Board of Directors and by the Archbishop. Any additional members may be appointed by the Sponsoring Parishes, at-large, or as may otherwise be determined by the Board of Directors and with voice and voting privileges as determined by the Board of Directors and approved by the Archbishop.

Section 5.2, Term of Office. The Canonical Administrator and the Pastor members of the Board shall serve for so long as appointed by the Archbishop. The remaining non-Pastor members of the Board of Directors shall serve staggered terms of three years. Each Pastor shall decide the staggered terms of the members appointed from or through his respective Sponsoring Parish. Non-Pastor members shall serve three year terms staggered such that each year one-third of the members’ terms, divided as equally as possible among those appointed from or through each of three Sponsoring Parishes, shall expire. Terms of office shall commence on July 1 and expire on June 30, or until a successor is duly designated and qualified.

No non-Pastor member of the Board of Directors may serve more than three consecutive terms or portions of terms, regardless of the length of such terms or portions.

Section 5.3, Removal. Directors may be removed, with or without cause: (1) by the person(s) with the power to designate or appoint the director’s successor with (a) the unanimous approval of the Pastors from the three Sponsoring Parishes, or (b) the approval of the Archbishop; or (2) by the Archbishop. Removal shall be effective upon approval, and written notice of the removal shall be given to the Chairperson of the Board of Directors. A successor must be appointed as soon as reasonably possible after the removal of a director. If at any time a Pastor fails to appoint members of the Board of Directors as provided in this section within a reasonable time after a seat becomes open or a term expires, the remaining members of the Board of Directors may appeal to the Archbishop who shall have the power to make such appointments or cause such appointments to be made.

Section 5.4, Resignation. Directors may resign by giving notice to the Chairperson of the Board of Directors. The resignation of any director shall take effect at the time, if any, specified in the resignation, or if no time is specified, upon receipt by the Chairperson. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The Canonical Administrator may resign by application to and approval of the Archbishop effective upon such date as shall be determined by the Archbishop.

Section 5.5, Vacancy. When a vacancy on the Board of Directors occurs as a result of death, resignation, removal, or inability to act, the unexpired term for such vacancy shall be filled by appointment by the person who has the power to designate or appoint the director to the position vacated.

Section 5.6, Limitation of Powers. Any change in the purpose or fundamental nature of this Corporation must first be approved by 7 votes of the voting members of the Board of Directors

who are appointed and holding office and approved in writing by the Sponsoring Parishes and the Archbishop of The Archdiocese of Saint Paul and Minneapolis.

Section 5.7, Organization. At its Annual Meeting, the Board of Directors shall elect from among its own members a Chairperson to preside at meetings of the Board of Directors and a Vice Chairperson to preside at meetings of the Board of Directors when the Chairperson is absent. The Board of Directors shall also appoint a Recording Secretary who need not be a director. The Chairperson or Vice-Chairperson may be removed with or without cause by a two-thirds (2/3) vote of the remaining voting members of the Board of Directors appointed and holding office. The Recording Secretary may be removed with or without cause by action of a majority of the Board of Directors appointed and holding office.

Section 5.8, Powers and Duties of the Board of Directors. The property, business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. The Board of Directors shall have the power to do and perform all acts and functions not inconsistent with the Articles of Incorporation, these Bylaws, and the laws of the State of Minnesota pertaining to nonprofit corporations. The Board of Directors shall have the power and authority for the operation of the Corporation and the power to specify any powers, duties, and obligations to be carried out by such committees as it may from time to time create, and the Corporation's officers and/or agents as deemed appropriate by the Board of Directors, except that the following matters or the delegation of powers of with respect thereto shall require the specific approval of the Board of Directors:

- (a) The Catholicity of Faithful Shepherd Catholic School.
- (b) The Pastors of the Sponsoring Parishes will share in the spiritual formation and sacramental life of the school, faculty, and students as appropriate.
- (c) The adoption of the mission statement and long-range plan for the School.
- (d) The approval of a balanced annual budget for the operation of the School.
- (e) The approval of the annual audit of the financial report for each fiscal year.
- (f) The adoption of any changes to the Articles of Incorporation and Bylaws of the Corporation.
- (g) The appointment and evaluation of the Executive Director of the School.
- (h) The appointment and evaluation of the Principal of the School.
- (i) The negotiation and approval of any lease or purchase of real property.
- (j) The approval of any loans for any purposes.
- (k) The alienation, sale, encumbrance or transfer of any property.

- (l) Incurring any financial obligation(s) or contractual liability in any fiscal year in excess of \$5,000.00 beyond the approved budget.
- (m) Establishing a long range development program that will ensure the financial viability of Faithful Shepherd Catholic School.

Section 5.9, Annual Meeting. An annual meeting of the Board of Directors shall be held in the month of June of each year on the date set by the Board of Directors for the purpose of electing certain officers of the Corporation and transacting such other business as shall come before the meeting. Notice of such meeting shall be given as provided in Section 5.12 hereof unless excused under Section 5.13.

Section 5.10, Regular Meetings. Regular meetings of the Board of Directors may be held from time to time at such time and place as the Board may determine by resolution adopted by the Board of Directors at their annual meeting setting forth the place and time of such regular meetings; provided, however, that the Board shall meet at least quarterly. The Chairperson of the Board shall cause to be provided to each member of the Board of Directors a proposed agenda and a copy of the minutes of the previous meeting at least five (5) days before the scheduled regular meeting.

Any member of the Board may inform the Chairperson of an item to be placed on the proposed agenda for consideration by the Board. Committees and other interested parties may place an item on the agenda through a member of the Board of Directors. However, any matter may appropriately come before the Board, and action thereon may be taken, whether or not it is on the proposed agenda, provided it is not otherwise required pursuant to the Articles of Incorporation or these Bylaws to be on the agenda and it is presented by motion, and seconded, with a simple majority vote of the members present.

Unless the Board of Directors deems it appropriate, in its discretion, to meet without the Executive Director and Principal present, the Executive Director and Principal of the School shall receive notice of and ordinarily shall attend all meetings of the Board of Directors.

Section 5.11, Special Meetings. Special meetings of the Board of Directors may be called at any time, for any purpose, by the Chairperson of the Board and shall be called by the Chairperson at the request of not fewer than four (4) directors. A special meeting called at the request of the directors shall be held as soon as reasonably practicable and not more than ten (10) days after the Chairperson receives the directors' request that it be held. Should the Chairperson fail to promptly call a special meeting by giving or causing to be given notice thereof, the directors requesting that the meeting be held may fix the time and place of the meeting and give notice thereof in the manner specified in Section 5.12 hereof unless excused under Section 5.13.

Section 5.12, Notice of Meetings. Notice of every annual and special meeting of the Board of Directors shall be mailed to each director, addressed to him or her at his or her residence or usual place of business, or delivered to him or her personally, or by other telephonic or electronic means reasonably calculated to provide adequate notice of the proposed meeting. Notice of every annual meeting shall be given at least ten (10) days before the day in which the meeting is to be held. Notice of any special meetings shall be given at least three (3) days before the day on which the meeting is to be held, or may be given in person or by telephone not later than twenty-four (24) hours before the meeting is to be held. Each such notice shall state the time and place of the

meeting. Notice of the annual meeting need not state the purpose of the meeting. Notice of special meetings must state the purpose thereof.

Section 5.13, Notice Waiver. Whenever any notice whatsoever is required to be given by the Articles of Incorporation, these Bylaws, or the laws of the State of Minnesota, such notice shall be given by the Chairperson of the Board, or in his or her absence or failure or inability to act, by any other officer of the Corporation; provided, however, such notice may, in all events, be waived in writing, signed by the person or persons entitled to such notice, whether before, at, or after the time stated therein, or before, at, or after any meeting referred to therein. Appearance, whether in-person, by telephone or other electronic means, at any meeting by any person otherwise entitled to notice thereof shall be deemed a waiver of notice unless such appearance is solely for the purpose of asserting the illegality of the meeting.

Section 5.14, Place of Meeting. The Board of Directors may hold its meetings at such place or places as it may, from time to time, determine. Meetings or special meetings may be held in-person or telephonically or by other electronic or written means so long as adequate notice has been provided for the meeting.

Section 5.15, Rules of Procedure. The Board of Directors shall establish and adopt rules of procedure generally consistent with those found in *Robert's Rules of Order*, for the conduct of meetings of the Board of Directors, provided such Rules are not inconsistent with these Bylaws and the Articles of Incorporation. The Chairperson of the Board of Directors shall conduct meetings of the Board in general accord with such Rules, except as may be permitted by vote or acquiescence of a majority of those directors in attendance. Any objections to the procedural conduct of a meeting by the Chairperson shall be deemed waived unless raised prior to or contemporaneous with the action complained of. Objections to the procedural conduct of any meeting shall be determined consistent with the Rules.

Section 5.16, Quorum and Manner of Acting. Except as otherwise provided by the laws of the State of Minnesota, the Articles of Incorporation, or the Bylaws, two-thirds (2/3) of the total number of voting directors appointed and holding office shall be required to constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the act of a majority of the voting directors in attendance shall be the act of the Board unless some other number is required pursuant to the Articles or these Bylaws.

Section 5.17 Written Action without Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by telephone, written action, including email, or other electronic means without a meeting. The action item and any background information will be distributed to the Board members by any Board member, subject to the same rules of procedure followed at regular meetings. Board members will be requested to provide feedback/discussion on the issue within a specified period of time, and agree on the need for action. If an action is warranted, the directors will be given an additional period of time to vote. Votes will be tallied by the Chairman or Designee of the Board and results distributed back to the directors as soon as possible. The action and the voting results will be entered into the minutes of the next scheduled Board meeting, unless the item was an item that could have been handled in executive session.

ARTICLE VI
Corporate Officers

Section 6.1, Number. The officers of the Corporation shall be Corporate President, Corporate Vice President, Corporate Secretary, Corporate Treasurer, and, if the Board shall so elect, such other officers as may be appointed by the Board. Any two or more offices, except those of President and Vice President, may be held by the same person.

Section 6.2, Election, Term of Office and Qualifications. The President of the Corporation shall, at all times, be the person who has been designated by the Archbishop of Saint Paul and Minneapolis as the Canonical Administrator of Faithful Shepherd Catholic School. The other officers of the Corporation shall be elected annually by the Board of Directors, and each shall hold office until the next annual election of officers, until his or her successor is elected and qualified, or until his or her earlier death, disqualification, resignation or removal. Terms of office shall commence on July 1 and expire on June 30, or until a successor is duly designated and qualified, which shall be completed as soon as administratively feasible.

Section 6.3, Resignation. Any officer may resign at any time by giving written notice of his or her resignation to the Chairperson of the Board of Directors, the President, or the Secretary of the Corporation. Any such resignation shall take effect at the time specified therein, or, if no time is specified therein, upon receipt thereof by the Chairperson of the Board of Directors, President, or Secretary of the Corporation. Unless otherwise specified in the notice of resignation, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.4, Removal. The President may be removed by the Archbishop. Any other officer may be removed, either with or without cause, by a vote of two-thirds (2/3) of the voting members of the Board of Directors appointed and holding office at a meeting called for that purpose, and such purpose shall be stated in the notice of such meeting.

Section 6.5, Vacancy. A vacancy in any office because of death, resignation, removal, or any other cause shall be filled for the unexpired portion of the term in the manner prescribed in these Bylaws for election or appointment to such office.

Section 6.6, Corporate President. The Canonical Administrator shall be the President and shall exercise general supervision and control over the management of the business of the Corporation. The President shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall execute and deliver in the name of the Corporation (except in the cases in which such execution and delivery shall be expressly delegated by the Board of Directors or these Bylaws to some other officer or agent of the Corporation or shall be required by law to be otherwise executed and delivered) any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the corporation. The President, or such other officer or agent designated in writing by the President, shall:

- (a) Execute any contract or agreement which involves an expenditure by the Corporation of not more than an amount specifically authorized from time to time by the Board of Directors in the case of any single contract or agreement.

- (b) Execute any contract, agreement, or other instrument or document that involves the sale, transfer, encumbrance or other disposition of any asset of the Corporation with a fair market value of not more than an amount specifically authorized from time to time by the Board of Directors.
- (c) Supervise the Executive Director and meet with him/her on a regular basis.
- (d) Review the Executive Director's performance at least once a school year.
- (e) Execute any contracts for hire for any employees of the Corporation.
- (f) Execute such other contracts.
- (g) Take such other action as is directed by the Board of Directors.

The duties, responsibilities and powers of the President may be modified, limited, or expanded from time to time by the Board of Directors. The President shall perform such other duties as may from time to time be prescribed by the Board of Directors, and, in general, shall perform all duties usually incident to the office of the President.

Section 6.7, Corporate Vice President. The Vice President shall be elected by the Board of Directors and shall have such powers and shall perform such duties as may be specified in these Bylaws or prescribed by the Board or by the President. In the event of absence or disability of the President, the Vice President shall succeed to the power and duties of the President, subject to the approval of the Archbishop, until a new President/Canonical Administrator is appointed by the Archbishop.

Section 6.8, Corporate Secretary. The Secretary shall be the Secretary of the Corporation and shall maintain a record of the proceedings of meetings of the Board of Directors. The Corporate Secretary shall keep a register of the name and address of each member of the Board of Directors and shall, at all times, keep on file a complete copy of the Articles of Incorporation and all amendments and restatements thereof, and a complete copy of these Bylaws and all amendments and restatements hereof. The Corporate Secretary shall give, when directed to do so, proper notice of meetings of the Board of Directors. The Corporate Secretary shall perform such other duties as may, from time to time, be prescribed by the Board of Directors or by the President, and, in general, shall perform or cause to be performed all duties incident to the office of Corporate Secretary. The duties, responsibilities, and powers of the Corporate Secretary may be modified, limited or expanded from time to time by act of the Board of Directors and carried out by the Corporate Secretary or his/her designee.

Section 6.9, Corporate Treasurer. The Treasurer shall be responsible for assuring the keeping of accurate accounts of all monies of the corporation received or disbursed. The Executive Director of the School is assigned the responsibility for the day to day financial activities of the School, including the deposit of all monies, drafts and checks in the name of and to the credit of the corporation at such banks and depositories as the Board of Directors shall, from time to time, designate and shall disburse funds or make proper vouchers thereof as ordered and authorized by the Board of Directors and shall keep accurate records of such activities and report thereon to the Treasurer. The Treasurer shall be responsible for receiving and reviewing monthly operating

(Profit and Loss) and Balance Sheet Statements generated by the Executive Director or such staff designated by the Executive Director. The Treasurer shall perform such other duties as may, from time to time, be prescribed by the Board of Directors or by the President and carried out by the Treasurer or his/her designee.

Section 6.10, Other Officers Agents and Employees. The Corporation may have other officers and agents as is deemed necessary by the Board of Directors, who shall be appointed in such a manner, have such duties and powers, and hold such offices for such terms as may be determined by the Board of Directors.

Section 6.11, Delegation. Unless prohibited by a resolution adopted by the Board of Directors, an officer may, without the approval of the Board of Directors, delegate some or all the duties and powers of an office to other persons. Any such delegation need not be formally approved by the Board of Directors, but the officer must notify the entire Board of Directors of the delegation.

Section 6.12, Committees. The Board of Directors may act by and through such committees as may be specified in resolutions approved by a majority of the directors currently appointed and holding office. Committees are subject at all times to the direction and control of the Board of Directors.

Section 6.13, Procedures. Each committee shall prepare minutes of its meetings and shall furnish such minutes to the Board of Directors and to members of the committee.

ARTICLE VII **Administration of the School**

Section 7.1, Executive Director. The Board of Directors may appoint, employ, and cause to be evaluated a person to be Executive Director of the School. The Executive Director shall give direction and leadership toward the achievement of the School's philosophy, mission, strategy, and its annual goals and objectives. The Executive Director shall be responsible to the Board of Directors and the President and, with the Chair and President, shall enable the Board to fulfill its governance function. The Executive Director shall be responsible for:

- (a) Implementing policies of the Board of Directors;
- (b) Complying with the Articles of Incorporation and these Bylaws;
- (c) Providing leadership and vision to the School by assisting the Board of Directors and staff with developing long range and annual plans and evaluating and reporting on progress of such plans;
- (d) Establishing institutional goals;
- (e) Overseeing preparation and submission of all School annual reports, including preparing and filing annual reports to MNSAA in a professional and timely manner, and other school performance reports;

- (f) Implementing and directing, in cooperation with the Board's Development Committee, fund and resource development, including developing and recommending long range and annual development plans, identifying funding prospects, donor/contribution solicitation and management, grant shaping, and collaborating with foundations;
- (g) Implementing and directing School enrollment strategies, objectives, and goals;
- (h) Managing advertising of the School, including overseeing content, production and distribution of all marketing and publicity materials (posters, program, flyers, mail outs, brochures etc) with the Board's Marketing Committee and School staff, and coordinating the invitation of potential future promoters and supporters of the School;
- (i) Publicizing the School's activities, services, and goals;
- (j) Providing leadership and communication to the Board of Directors, including keeping the Board fully informed on the condition of the School and all important factors influencing it;
- (k) Managing the public affairs and media relations of the School, including representing the School to local and state officials and policy makers, agencies, organizations, and the general public, and maintaining appropriate communication with all stakeholders;
- (l) Supervising the Principal and Assistant Principal positions, and assisting the Board of Directors in recruiting for such positions;
- (m) Serving as liaison for transportation issues (ISD 196 and Monarch);
- (n) Preparing and monitoring overall school budget;
- (o) HR responsibilities, including without limitation FMLA programs, Pace and Prism, and employee benefits programs;
- (p) Managing financial aid development and awarding to qualifying families;
- (q) Collecting tuition and enforcing applicable policies to ensure tuition is paid;
- (r) Overseeing disciplinary actions, terminations, and work agreements in accordance with Justice in Employment;
- (s) Generating monthly Operating (Profit and Loss) Statements and Balance Sheet Statements and submitting to the Board;
- (t) Fulfilling the responsibilities outlined in the Executive Director's Job Description.

- (u) Such other duties and responsibilities as may be determined or prescribed by the Board of Directors from time to time.

The duties, responsibilities and powers of the Executive Director may be modified, limited or expanded from time to time by act of the Board of Directors.

Section 7.2, Principal. The Board of Directors may appoint, employ and cause to be evaluated a person to be Principal of the School. The Principal shall have the day to day responsibility for the operation of the School, and shall be responsible to the Executive Director. The Principal shall be responsible for:

- (a) Overseeing and managing the day to day operations of the School;
- (b) Assisting Executive Director in implementing policies of the Board of Directors;
- (c) Educational programs and curriculum, including, but not limited to:
 - Facilitating the development of any appropriate educational learning plans (IEP, 504 etc.);
 - Overseeing Title Programs;
 - Serving as school's testing coordinator and curriculum coordinator;
 - Working with the Executive Director and other administrative staff in maintaining/updating faculty, student and parent policies and handbooks;
 - Determining and implementing curriculum development including coordination of assessments;
 - Coordinating professional development of all teachers;
 - Supervising and evaluating educational assistants;
 - Supervising and evaluating enrichment personnel, programs, and students;
 - Overseeing special education personnel, programs, and students;
 - Facilitating ongoing curriculum review and development; and
 - Monitoring instruction, textbooks, and line items of the School's budget;
- (d) Assisting the Executive Director in implementing the Budget;
- (e) Assisting the Executive Director in complying with the Articles of Incorporation and these Bylaws;
- (f) Exercising reasonable discretion with respect to the School's operations in those areas where policy has not been specifically established by the Board of Directors;
- (g) Recruiting, recommending, and supervising staff, including without limitation the Assistant Principal;
- (h) Attending archdiocesan principal meetings;
- (i) Demonstrating professional growth through participation in workshops;
- (j) Maintaining confidentiality of all work data;

- (k) Maintaining appropriate communication with all stakeholders;
- (l) Serving as the administrative liaison to the School's Home and School Association;
- (m) Fulfilling the responsibilities as outlined in the Principal's job description; and
- (n) Such other duties and responsibilities as may be determined or prescribed by the Board of Directors from time to time.

The duties, responsibilities, and powers of the Principal may be modified, limited or expanded from time to time by act of the Board of Directors.

Section 7.3, Removal. Each of the Executive Director and Principal may be removed, subject to the terms of any employment contract, by two-thirds (2/3) vote of the voting members of the Board of Directors appointed and holding office and consistent with the Justice in Employment policies of the Archdiocese of Saint Paul and Minneapolis.

ARTICLE VIII

Books and Records, Financial Matters

Section 8.1, Books and Records. The Corporation shall cause to be kept:

- (a) Records of the proceedings of the Board of Directors and such other standing or special committees as may, from time to time, be constituted by the Board of Directors; and
- (b) Such other records and books of account as shall be necessary and appropriate to the conduct of the business of the corporation.

Section 8.2, Documents Maintained at Main Administrative Office. The Board of Directors shall cause to be maintained at the School:

- (a) Records of all proceedings of the Board of Directors and such other standing and special committees as may, from time to time, be constituted by the Board of Directors;
- (b) All financial statements of the Corporation; and
- (c) The Articles of Incorporation, the Bylaws of the Corporation and all amendments and restatements thereof and the Sponsoring Parish Agreement.

Section 8.3, Accounting Systems; Audit. The Board of Directors shall cause to be established and maintained, in accordance with generally accepted accounting principles applied on a consistent basis, an appropriate accounting system for the Corporation. The Board of Directors shall cause the records and books of account of the Corporation to be audited annually, and shall retain such person or firm for such purposes as it deems appropriate.

Section 8.4, Fiscal Year. The fiscal year of the Corporation shall be the twelve month period ending on 30th day of June of each year.

Section 8.5, Checks, Drafts and Other Matters. All checks, drafts or other orders for the payment of money, and all notes, bonds, or other evidences of indebtedness issued in the name of this Corporation shall be signed by such officer or officers, agent or agents, employee or employees of the corporation and in such manner as specified by these Bylaws or as may, from time to time, be determined by resolution of the Board of Directors.

ARTICLE IX
Indemnification

Section 9.1, Indemnification. The Corporation shall indemnify each person who is a member of the Board of Directors, an officer of the Corporation or members of any committee appointed by the Board of Directors, together with each person who is or was acting on behalf of the Corporation or serving the Corporation as an appointed representative to some other entity, for actions taken and decisions made by such persons on behalf of the Corporation and within the scope of the duties and authority of such person. All such persons shall be indemnified for any action taken in their official capacity to the full extent permitted under Minn. Stat. § 317A.521. The officers and members of the Board of Directors shall not be personally liable to any extent whatsoever for any debts or obligations of this corporation. The Corporation shall maintain adequate insurance for errors and omissions, comprehensive general liability, and such other insurance as may be required by law to reasonably indemnify such persons and protect the assets of the Corporation.

ARTICLE X
Conflict of Interest

Section 10.1, Conflict of Interest. Any director, officer, or employee of the School, having an interest in a contract or other transaction presented to the Board of for authorization, recommendation, approval or ratification, shall make a prompt, full and frank disclosure of his or her interest to the Board of Directors prior to its acting on such contract or transaction. The making of such disclosure shall constitute conclusive evidence that a conflict of interest exists or can reasonably be construed to exist. For the purpose of this section a conflict of interest is deemed to exist for any contract or other transaction between the School and:

- (a) a member of the Board of Directors, officer, or employee of the Corporation;
- (b) a member of the family of any person identified in (a) above;
- (c) a director or officer of a related organization;

- (d) a member of the family of a director or officer of a related organization;

- (e) an organization in or which the School’s director, or officer is a director, officer or legal representative, or has a material financial interest, as defined in Minn. Stat. § 317A.255; and

- (f) an organization in or which a family member of the School's director or officer is a director, officer or legal representative or has a material financial interest as defined in Minn. Stat. § 317A.255.

For purpose of this section and section 10.3, a member of a family is a spouse, parent, child, spouse of child, brother, sister or spouse of brother or sister.

If a conflict is deemed to exist, such conflicted person shall not vote on, nor participate in (other than to present factual information or to respond to questions), the discussions or deliberations with respect to such contract or transaction, and at the discretion of the Board of Directors may be excused from all or any portion of such discussions or deliberations. Such person shall not be counted in determining the existence of a quorum at any meeting where the contract or transaction is being voted upon. Any such contract or transaction before the Board of Directors must be approved by a vote of two-thirds (2/3) of the voting members of the Board of Directors present other than the director who has the conflict. The minutes of the meeting shall reflect the disclosure made, the vote thereon and the abstention from participation (except as permitted hereby) in voting by the person making disclosure.

Section 10.2, Exception. The procedures described under Section 10.1 shall not apply if the contract or transaction is between the School and The Archdiocese of Saint Paul and Minneapolis or any of the Sponsoring Parishes.

Section 10.3, Appointment to Board of Directors. A person who is employed by the School on a regular basis, whether part time or full time, or a member of the family of such employed person, may not be a member of the Board of Directors, except as provided as follows: (1) if the material facts as to the relationship between the employed person and the Board member and the compensation and other terms of employment of the employed person are fully disclosed to the Board of Directors, and (2) the Board of Directors finds the compensation and other terms of employment of the employed person to be fair and just and approves or ratifies in good faith the employment of the employed person and the concurrent status of the Board or Committee member by unanimous vote of all voting directors appointed and holding office, exclusive of the interested Director, then such relationship shall not be deemed a conflict of interest and the concurrent employment and Board membership shall be permitted. However, any substantial change in the terms and conditions of the employment of the employed person shall again require compliance with clauses (1) and (2) immediately above.

ARTICLE XI

Non-Discrimination Policy

Section 11.1, Non-Discrimination Policy. The School operated by the Corporation admits students of any race, color, sex, religion, national and ethnic origin to all rights, privileges, programs, and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, sex, religion, national or ethnic origin in administration of its educational policies, admission policies, scholarship and loan programs, if any, and athletic and other school administrated programs. No person shall on the grounds of race, color, national or ethnic origin, sex, religion, marital status, status with regard to public assistance, age or disability be excluded from participation in, be denied the benefits of, or be otherwise subjected to discrimination in recruitment, consideration, or selection for enrollment or employment, whether

part-time or full-time, or access to any educational program, or activity operated by the school, except when religion is a bone fide occupational requirement or as may otherwise be permitted by law.

ARTICLE XII

Amendment of Articles of Incorporation or Bylaws

Section 12.1, Review of Bylaws. These Bylaws may be reviewed by the Board of Directors for the purpose of determining whether amendments are necessary or desirable to adapt to changed conditions or to improve the organizational structure and operations of the Corporation.

Section 12.2, Amendments. Except as otherwise specifically provided herein or in the Articles of Incorporation, the Articles of Incorporation and/or these Bylaws may be amended, at any time, in the following manner:

The amendment shall be adopted at a meeting of the Board of Directors upon receiving a two-thirds (2/3) vote of all voting directors appointed and holding office, provided that notice of the meeting and the proposed amendment shall be given in accordance with Section 5.12 of these Bylaws. Amendments to these Bylaw and/or the Articles of Incorporation shall also require the approval of the Archbishop of the Archdiocese of St. Paul and Minneapolis. Any revisions or amendments to this section shall require the unanimous vote of the voting Board of Directors.

ARTICLE XIII

FINANCE

Section 13.1, General Policy. Should the Corporation need additional capital or revenues to meet expenses that exceed the budget during a fiscal year, the Corporation is permitted to obtain third party loans from a commercial lending institution or otherwise attempt to raise the necessary funds. However, the Corporation/School may not encumber any assets of or incur any liability on behalf of any Sponsoring Parish or the Archdiocese of St. Paul and Minneapolis; nor shall the Corporation/School represent or promise to any existing or potential third party lenders or creditors that the assets or revenues of any Sponsoring Parish or the Archdiocese of St. Paul and Minneapolis are or will become available to satisfy any claims of such lender or creditor.

Section 13.2, Amendment. Any revisions or amendments to the terms and requirements of this Article shall require the unanimous vote of the members of the Board of Directors who are appointed and holding office and the unanimous approval of the Sponsoring Parishes.

ARTICLE XIV

DISSOLUTION, MERGER, CONSOLIDATION, OR TRANSFER

Section 14.1, Approval by Directors. The following action by the Board of Directors shall require the vote of Four-fifths of the voting Directors who are appointed and holding office at a meeting of the Board of Directors provided that notice of the meeting along with notice of the proposed action be given in accordance with Section 5.12 of these Bylaws:

- (a) The sale, lease, transfer or disposition of all or substantially all of its property and assets;

- (b) The merger or consolidation with any other corporation; and
- (c) The voluntary dissolution of the corporation.

Any action taken by the Board of Directors as set forth in this paragraph shall not be effective without the consent of the Sponsoring Parishes and until approved in writing by The Archbishop of The Archdiocese of Saint Paul and Minneapolis.

Section 14.2, Dissolution. Upon dissolution of the Corporation, its property and assets shall be distributed in accordance with the laws of the State of Minnesota; provided, however, that after the payment of all liabilities and obligations of the Corporation and all costs and expenses incurred by the Corporation in connection with its dissolution, and subject to any condition or executory or special limitation requiring, by reason of dissolution of the Corporation, the reversion, return, transfer or conveyance of any property or assets held by the Corporation, any and all remaining property and assets of the corporation shall be distributed equitably to the Sponsoring Parish corporations, all Minnesota religious parish corporations organized and existing under Minn. Stat. § 315.15, subject to the approval of the Archbishop. If none of said parish corporations are in existence, the property and assets shall be distributed to The Archdiocese of Saint Paul and Minneapolis, a Minnesota religious diocesan corporation organized and existing under Minn. Stat. § 315.16, to be used for educational purposes. If the Sponsoring Parishes cannot agree on an equitable distribution, the Archbishop will make a determination after recommendations from each Sponsoring Parish. Notwithstanding the above distribution upon dissolution, in no event will assets be distributed to an organization that does not qualify as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under such section or any provision of federal law as is or may hereinafter be applicable. The Sponsoring Parishes and The Archdiocese of Saint Paul and Minneapolis are all tax exempt organizations under § 501(c)(3) of the Internal Revenue Code of 1986.