

**BYLAWS  
OF  
ALL SAINTS CATHOLIC SCHOOL PARENT NETWORK  
AMENDED MAY 18, 2009**

**ARTICLE 1  
Identification**

**Section 1.01. Name.** The organization's name is ALL SAINTS CATHOLIC SCHOOL PARENT NETWORK (the "Organization").

**Section 1.02. Organization Part of All Saints Congregation.** The Organization is part of the "All Saints Congregation", organized under the authority of the Bishop of the Roman Catholic Diocese of Madison (hereinafter "Diocese") under Wis. Stat. Sec. 187.19, (hereinafter "Parish"). The Organization is created under the authority of the Education Commission of the Parish Council, which is an advisory body to the Parish Pastor (hereinafter "Pastor") and the principal/administrator (hereinafter "Principal") of All Saints Catholic School (hereinafter "School"). The Pastor and Principal may be collectively referred to hereinafter as the "Administration". The Organization is intended to be a "home and school organization" as that term is utilized by the Diocese.

**Section 1.03. Principal and Business Offices.** The Organization may have such principal and other business offices, either within or outside the state of Wisconsin, as the Administration or board of directors may designate or as the Organization's business may require from time to time. The initial principal office of the Organization shall be at the School.

**Section 1.04. Place of Keeping Corporate Records.** The records and documents required by law to be kept by the Organization permanently shall be kept at the Organization's principal office, in the Principal's administrative assistant's office.

**ARTICLE 2  
Purpose**

**Section 2.01. Purpose.** The purpose of the Organization shall include, but not be limited to the following:

1. To promote and provide support for the improvement of the School through organized efforts and fundraising activities;
2. To facilitate the success of the School's mission statement;
3. To interact with the faculty and leadership of the School on behalf of the parents and students;
4. To enhance communication and close cooperation between the parents, teachers, students and Administration, as well as the Education Commission of the Parish Council;

5. To provide information to parents through timely and well planned programs at meetings of the Organization;
6. To build a strong sense of community;
7. To support the goals and community principles of the School, the Parish and the families they serve, in order to achieve optimal intellectual, physical, emotional, social and spiritual education and well-being for the students of the School; and
8. To offer, through regular programs, information of particular interest to parents, teachers and students.

### **ARTICLE 3 Members**

**Section 3.01. Membership.** All parents and legal guardians of students enrolled at the School shall automatically be members of the Organization. There shall be no other members. There shall be no dues required. For purposes of determining membership status to vote at a members' meeting, each person voting must be a member at the time of voting, meaning he or she must be a parent or legal guardian of a student enrolled at the School at the time of voting.

**Section 3.02. Annual Meeting.** The annual members' meeting shall be held on the 4<sup>th</sup> Monday of April at 6:30 o'clock p.m., beginning with the year 2009 and the 4<sup>th</sup> Monday of March at 6:30 o'clock p.m., beginning with the year 2010 or at such other date and time within 30 days before or after this date as may be fixed by or under the authority of the board of directors, for the purpose of electing directors and transacting such other business as may come before the meeting. If the day fixed for the annual meeting is a legal holiday in Wisconsin, the meeting shall be held on the next succeeding business day.

**Section 3.03. Special Meetings.** Special members' meetings may be called (1) by the Pastor, (2) by the Principal, (3) by the president, (4) by the board of directors or such other officer(s) as the board of directors may authorize from time to time, or (5) by the president or secretary upon the written request of 5 members. Upon delivery to the president or secretary of a written request pursuant to (5), above, stating the purpose(s) of the requested meeting, dated and signed by the members entitled to request such a meeting, it shall be the duty of the officer to whom the request is delivered to give, within 30 days of such delivery, notice of the meeting to members. Notice of any special meetings shall be given in the manner provided in Section 3.05 of these bylaws. Only business within the purpose described in the special meeting notice shall be conducted at a special members' meeting.

**Section 3.04. Place of Meeting.** The board of directors may designate any place, within Green Lake or Waushara Counties, Wisconsin, as the place of meeting for any annual or special members' meeting or any adjourned meeting. If no designation is made by the board of directors, the place of meeting shall be at the School in a room designated by the Administration.

**Section 3.05. Notice of Meetings.** The Organization shall notify each member, and the Administration, of the date, time, and place of each annual or special member's meeting. In the case of special meetings, the notice shall also state the meeting's purpose. The meeting notice shall be given not less than 10 days or more than 60 days before the meeting date. Notice may be given orally or communicated in person, by telephone, telegraph, teletype, facsimile, other form of wire or wireless communication, private carrier, or in the School parent communication envelope. Written notice is effective when received, except for, (1) mail notice which is effective upon mailing, or (2) notice by the School parent communication envelope which is effective upon the students' receipt of the envelope for take home. Oral notice is effective when communicated. Notice given by the School parent communication envelope shall also be deemed effective as to both of the student's parents, and any legal guardians, regardless of whether any parent or legal guardian resides with the student.

**Section 3.06. Waiver of Notice.** A member may waive notice of any members' meeting at any time. The waiver must be in writing, contain the same information that would have been required in the notice (except that the time and place of the meeting need not be stated), be signed by the member, and be delivered to the Organization for inclusion in the Organization's records. A member's attendance at a meeting, in person or by proxy, waives objection to lack of notice or defective notice, unless the member at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting.

**Section 3.07. Quorum and Voting Requirements.** Except as may otherwise be required by these bylaws, 9 members of the Organization shall constitute a quorum for the transaction of business at any members' meeting.

**Section 3.08. Order of Business at Member's Meeting.** The order of business at any members' meeting shall be as follows:

1. Roll call
2. Proof of proper notice of meeting or receipt of waiver of notice

If a quorum is present, the meeting shall continue with the following items of business:

3. Approval of minutes of preceding meeting, unless dispensed with by unanimous consent
4. Board of directors' report, if any
5. Officers' reports, if any
6. Committee reports, if any
7. Election of directors, if necessary
8. Unfinished business, if any

## 9. New business, if any

The order of business at any meeting may, however, be changed by the vote of those persons in attendance. The chairperson of the meeting may designate an officer or any other person in attendance to keep and prepare minutes of the meeting.

**Section 3.09. Proxies.** At all members' meetings, a member entitled to vote may vote in person or by proxy appointed in writing by the member or by his or her duly authorized attorney-in-fact. A proxy appointment shall become effective when received by the secretary or other officer or agent of the Organization authorized to tabulate votes. Unless otherwise provided in the appointment form, a proxy appointment may be revoked at any time before it is voted, either by written notice filed with the secretary or other officer or agent of the Organization authorized to tabulate votes, or by oral notice given by the member during the meeting. The presence of a member who has filed his or her proxy appointment shall not of itself constitute a revocation. A proxy appointment shall be valid for 11 months from the date of its execution, unless otherwise provided in the appointment form. The board of directors shall have the power and authority to make rules establishing presumptions as to the validity and sufficiency of proxy appointments.

**Section 3.10. Number of Votes.** Each member shall be entitled to one vote upon each matter submitted to a vote at a members' meeting.

**Section 3.11. Robert's Rules of Order Applicable.** Except where inconsistent with these bylaws or any special rules of order the Organization may adopt, the rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern all members' meetings for the Organization.

## **ARTICLE 4 Board of Directors**

**Section 4.01. General Powers.** The Organization's powers shall be exercised by or under the authority of, and its business and affairs shall be managed under the direction of, its board of directors, and subject to the authority of the Administration.

**Section 4.02. Election.** Directors shall be elected by the members at each annual member's meeting. Directors shall be elected by a plurality of the votes cast at a members' meeting at which a quorum is present.

**Section 4.03. Number, Tenure, and Qualifications.** The number of directors of the Organization shall be sixteen (16), plus the acting Principal who shall be a de facto member. Each director, except for the Principal, shall hold office until the next annual members' meeting and until his or her successor shall have been elected by the members or until his or her prior death, resignation, or removal. A director, except for the Principal, may be removed from office by a vote of the members taken at any members' meeting called for that purpose, provided that a quorum is present. A director, except for the Principal, may resign at any time by delivering his or her written resignation to the board of directors. Except for the Principal, each Director must be a member of the Organization.

**Section 4.04. Regular Meetings.** The regular annual meeting of the board of directors shall be held without other notice than this bylaw immediately after the annual members' meeting. The place of the regular annual board of directors' meeting shall be the same as the place of the members' meeting that precedes it, or such other suitable place as may be announced at the members' meeting. Additional regular meetings of the board of directors shall be held on the 4<sup>th</sup> Monday of each month without other notice than this bylaw, unless cancelled or rescheduled by action of the board of directors, whereby all directors shall be notified of such cancellation or rescheduling in the manner set forth in Section 4.07. If no other designation is made by the board of directors, the place of such additional regular meetings shall be at the School in a room designated by the Administration, but any meeting may be adjourned to reconvene at any place designated by vote of a majority of the directors in attendance at the meeting.

**Section 4.05. Special Meetings.** Special meetings of the board of directors may be called by or at the request of the Pastor, the Principal, the president, the secretary, or any 2 directors. The person or persons authorized to call special board of directors' meetings may fix any place, within Green Lake or Waushara Counties, Wisconsin, as the place for holding any special board meeting called by them, and if no other place is fixed, the meeting place shall be at the School in a room designated by the Administration, but any meeting may be adjourned to reconvene at any place designated by vote of a majority of the directors in attendance at the meeting.

**Section 4.06. Meetings by Electronic Means of Communication.** To the extent provided in these bylaws, the board of directors, or any committee of the board, may, in addition to conducting meetings in which each director participates in person, and notwithstanding any place set forth in the notice of the meeting or these bylaws, conduct any regular or special meeting by the use of any electronic means of communication, including e-mail, provided that (1) all participating directors may simultaneously hear each other during the meeting or (2) all communication during the meeting is transmitted to each participating director, and that each participating director is able to send messages to all other participating directors. Before the commencement of any business at a meeting at which any directors do not participate in person, all participating directors shall be informed that a meeting is taking place at which official business may be transacted. All communications and actions made electronically shall be recorded and retained in the Organization's records. For example, if votes are taken by e-mail, each e-mail representing the vote of a director shall be printed or electronically stored for such purpose, or otherwise recorded in minutes for such meeting.

**Section 4.07. Notice of Meetings; Waiver of Notice.** Each director, and the Administration, shall be given notice of each board of directors' meeting (except regular meetings with an established schedule under Section 4.04 of these bylaws), and of any cancellations or rescheduling of regular meetings with an established schedule under Section 4.04. The notice of meeting, rescheduling or cancellation shall be given not less than 48 hours before the applicable meeting, or 72 hours before the applicable meeting if the notice is given by School parent communication envelope, mail or private carrier. Notice may be given orally or communicated in person, by telephone, telegraph, teletype, facsimile, other form of wire or wireless communication, private carrier, or in the School parent communication envelope. Written notice is effective

when received, except for, (1) mail notice which is effective upon mailing, or (2) notice by the School parent communication envelope which is effective upon the students' receipt of the envelope for take home. Oral notice is effective when communicated. A director may waive notice required under this section or by law at any time, whether before or after the time of the meeting. The waiver must be in writing, signed by the director, and retained in the Organization's record book. The director's attendance at or participation in a meeting shall constitute a waiver of notice of the meeting, unless the director at the beginning of the meeting or promptly upon his or her arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. Neither the business to be transacted at nor the purpose of any regular or special board of directors' meeting need be specified in the notice or waiver of notice of the meeting.

**Section 4.08. Quorum Requirement.** A majority of the then total number of validly elected directors shall constitute a quorum for the transaction of business at any board of directors' meeting. A majority of the number of directors appointed to serve on a committee as authorized in Section 4.14 of these bylaws shall constitute a quorum for the transaction of business at any committee meeting. These provisions shall not, however, apply to the determination of a quorum for actions taken under any other provisions of these bylaws that fix different quorum requirements.

**Section 4.09. Voting Requirement.** The affirmative vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors or a committee of the board of directors, unless an affirmative vote of a greater number of directors is required by any other provision of these bylaws.

**Section 4.10. Conduct of Meetings.** The president, and in his or her absence, a vice-president in the order provided under Section 5.10 of these bylaws, and in their absence, any director chosen by the directors present, shall call board of directors' meetings to order and shall act as chairperson of the meeting. The Organization's secretary shall act as secretary of all board of directors' meetings, but in the secretary's absence, the presiding officer may appoint any assistant secretary, director, or other person present to act as secretary of the meeting. The chairperson of the meeting shall determine whether minutes of the meeting are to be prepared and, if minutes are to be prepared, shall assign a person to do so. Members of the Organization, the Education Commission, the Parish Council, and the Pastor, shall be allowed to attend all board meetings. Each Member of the Organization shall be allowed a reasonable amount of time, as determined by the board, to speak on any topic before the board. The Pastor shall be allowed an unrestricted amount of time to speak on any topic before the board.

**Section 4.11. Vacancies.** Any mid term vacancy occurring on the board of directors, except for the Principal, may be filled (1) by the board of directors, or (2) if the directors remaining in office constitute fewer than a quorum of the board, by the affirmative vote of a majority of all directors remaining in office. If vacancies are unable to be filled due to lack of volunteers, the board may continue to act with a minimum of 3 directors. If the board does not contain at least 3 directors, the organization shall cease operations and activities until such time as at least 3 directors are elected.

**Section 4.12. Compensation and Expenses.** The directors shall receive no compensation, except that the Organization, subject to approval by the Administration, shall provide for reimbursement of reasonable expenses incurred in the performance of the directors' duties as approved by the board.

**Section 4.13. Directors' Assent.** A director of the Organization who is present and is announced as present at a meeting of the board of directors or of a committee of the board of which he or she is a member, at which meeting action on any Organization matter is taken, shall be deemed to have assented to the action taken unless (1) the director objects at the beginning of the meeting (or promptly upon his or her arrival) to holding the meeting or transacting business at the meeting; (2) the director dissents or abstains from an action taken and minutes of the meeting are prepared that show such dissent or abstention; (3) the director delivers written notice of his or her dissent or abstention to the presiding officer of the meeting before the meeting's adjournment or to the Organization immediately after the adjournment; or (4) the director dissents or abstains from an action taken, minutes of the meeting are prepared that fail to show the director's dissent or abstention, and the director delivers to the Organization a written notice of that failure promptly after receiving the minutes. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

**Section 4.14. Committees.** The board of directors may create and appoint directors to one or more committees, by a resolution approved by the greater of the following: (1) a majority of the directors in office when the action is taken, or (2) the number of directors required to take action under Section 4.09 of these bylaws. Each committee shall consist of two or more directors and shall, unless otherwise provided by the board of directors, serve at the pleasure of the board of directors. The board of directors may elect one or more of its members as alternate members of any such committee who may take the place of any absent member or members at any meeting of the committee, upon the request of the president or of the chairperson of the meeting. Each committee shall fix its own rules governing the conduct of its activities and shall make such report of its activities to the board of directors as the board may request.

**Section 4.15. Event Coordinators/Commissions.** Part of the Organization's activities will include the conducting of fundraising and other types of events. The board of directors may create and appoint persons to act as event coordinators or to be a members of event commissions, by a resolution approved by the greater of the following: (1) a majority of the directors in office when the action is taken, or (2) the number of directors required to take action under Section 4.09 of these bylaws. Each event coordinator or commission shall serve at the pleasure of the board of directors. Each event commission shall fix its own rules governing the conduct of its activities. Each event coordinator and commission shall make a report of its activities to the board of directors as the board may request. Event coordinators and event commission members shall receive no compensation; except that the Organization, subject to approval of the Administration, shall provide for reimbursement of reasonable expenses incurred in the performance of the coordinator's or commission member's duties as approved by the board.

**Section 4.16. Action without a Meeting.** Any action required or permitted by

these bylaws to be taken by the board of directors at a board meeting may be taken without a meeting if one or more written consents, setting forth the action so taken, shall be signed by all of the directors entitled to vote on the subject matter of the action and retained in the Organization's records. Alternatively to signature, any director entitled to vote on the subject matter of the action may so indicate his or her approval by e-mail clearly indicating such approval sent to the president, or his or her designee for such purpose, whereby such e-mail approval shall be printed, or electronically archived, and retained in the Organization's records. Action taken pursuant to written or e-mailed consent shall be effective when the last director signs the consent or sends his or her consent by e-mail, or upon such other effective date as is specified in the consent.

**Section 4.17. Robert's Rules of Order Applicable.** Except where inconsistent with these bylaws or any special rules of order the Organization may adopt, the rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern all board of directors', committee and commission meetings for the Organization.

## **ARTICLE 5 Officers**

**Section 5.01. Number, Titles and Eligibility.** The Organization's principal officers shall be a president, one or more vice-presidents periodically determined by the board of directors, a secretary, and a treasurer, each of whom shall be appointed by the board. If there is more than one vice-president, the board may establish designations for the vice-presidencies to identify their functions or their order. The same person may simultaneously hold more than one office. Only directors of the Organization shall be eligible to act as officers of the Organization.

**Section 5.02. Appointment, Tenure, and Compensation.** Officers shall be elected by the board of directors, or to the extent authorized in these bylaws, appointed by another duly elected officer. Except for those officers authorized for appointment by another duly elected officer hereunder, officers shall be elected at board of directors' annual meetings, by a plurality of the votes cast at which a quorum is present. Except for those officers authorized for appointment by another duly elected officer hereunder, officers' terms shall extend from the time of appointment to the time of election for that applicable officer position at the next annual board of directors' meeting, or until the officer's prior death, resignation, or removal. Officers shall receive no compensation, except that the Organization, subject to approval of the Administration, shall provide for reimbursement of reasonable expenses incurred in the performance of the officers' duties as approved by the board.

**Section 5.03. Additional Officers, Agents, etc.** In addition to the officers referred to in Section 5.01 of these bylaws, the Organization may have such other officers, assistants to officers, acting officers, and agents as the board of directors may deem necessary and may appoint. Each such person shall act under his or her appointment for such period, have such authority, and perform such duties as may be provided in these bylaws, or as the board may from time to time determine. The board of directors may delegate to any officer the power to appoint any subordinate officers, assistants to officers, acting officers, or agents. In the absence of any officer, or for any other reason the board of directors may deem sufficient, the board may delegate, for

such time as the board may determine, any or all of an officer's powers and duties to any other officer or to any director.

**Section 5.04. Removal.** The board of directors may, by a majority vote of all the directors other than the director or agent subject to removal, remove any officer or agent, or assistant officer or agent appointed by an officer, at any time with or without cause.

**Section 5.05. Resignations.** Any officer may resign at any time by giving written notice to the board of directors. Any such resignation shall take effect when the notice of resignation is delivered, unless the notice specifies a later effective date and the Organization accepts the later effective date. Unless otherwise specified in the notice of resignation, the acceptance of the resignation shall not be necessary to make it effective.

**Section 5.06. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or other reason shall be filled in the manner prescribed for regular appointments to the office, at any regular meeting or special meeting of the directors called for such purpose.

**Section 5.07. Powers, Authority, and Duties.** Officers of the Organization shall have the powers and authority conferred and the duties prescribed by the board of directors or the officer who appointed them in addition to and to the extent not inconsistent with those specified in other sections of this Article 5.

**Section 5.08. The President.** The president shall be the chairperson of the board of directors, and shall preside at all members' and directors' meetings at which he or she is present. The president, subject to the authority of the Administration and board of directors, shall have and exercise general supervision over the conduct of the Organization's affairs and over its other officers. The president shall from time to time report to the board all matters within his or her knowledge that the Organization's interests may require to be brought to the board's notice. The president shall be the Organization's chief executive officer and, subject to the Administration's and board of directors' control, shall:

1. superintend and manage the Organization's business;
2. coordinate and supervise the work of the Organization's other officers, and the Organization's event coordinators and commissions;
3. if the hiring of agents, professional advisors or consultants is ever expressly authorized by the Administration and board of directors, employ agents, professional advisors, and consultants;
4. perform all functions of a general manager of the Organization's business;
5. have authority to sign, execute, and deliver in the Organization's name all instruments either when specifically authorized by the Administration or board

of directors, or when required or deemed necessary or advisable by the president in the ordinary conduct of the Organization's normal business, except in cases where the signing and execution of the instruments shall be expressly delegated by these bylaws or by the Administration or board to some other officer(s) or agent(s) of the Organization or shall be required by law or otherwise to be signed or executed by some other officer or agent;

6. report, or designate another officer to report, as to the Organization's activities to the Education Commission of the Parish Council, the Parish Council itself, and the Pastor, as requested; and
7. in general, perform all duties incident to the office of the president and such other duties as from time to time may be assigned to him or her by the Administration or board of directors.

**Section 5.09. The Vice-President.** In the president's absence, or in the event of his or her death or inability or refusal to act, or if for any reason it shall be impractical for the president to act personally, the vice-president (or, if there is more than one vice-president, the vice-presidents in the order designated by the board of directors or, in the absence of any designation, in the order of their appointment) shall perform the duties of the president and, when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Each vice-president shall perform such other duties and have such authority as from time to time may be delegated or assigned to him or her by the president, the Administration or by the board of directors. The execution of any instrument of the Organization by any vice-president shall be conclusive evidence, as to third parties, of his or her authority to act in the president's place.

**Section 5.10. The Secretary.** The secretary shall:

1. keep any minutes of the members and of the board of directors and its committees in one or more books provided for that purpose;
2. see that all notices are duly given in accordance with these bylaws or as required by law;
3. be custodian of the Organization's records and see that the books, reports, statements, certificates, and all other documents and records required by law are properly kept and filed at the Organization's principal office, in the Principal's administrative assistant's office;
4. in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the Administration, board of directors or the president.

**Section 5.11. The Assistant Secretaries.** The assistant secretaries shall perform such duties as from time to time may be assigned to them individually or

collectively by the board of directors, the president, or the secretary. In the event of the secretary's absence or disability, one or more of the assistant secretaries may perform such duties of the secretary as the secretary, the president, the Administration or the board of directors may designate.

**Section 5.12. The Treasurer.** The treasurer shall:

1. have charge and custody of, and be responsible for, all of the Organization's funds and securities; receive and give receipts for monies due and payable to the Organization from any source whatsoever; deposit all such monies in the Organization's name in such banks, financial institutions, trust companies, or other depositories as shall be selected in accordance with the provisions of Section 6.04 of these bylaws; cause such funds to be disbursed by checks or drafts on the Organization's authorized depositories, signed as the board of directors may require; and be responsible for the accuracy of the amounts of, and cause to be preserved proper vouchers for, all monies disbursed;
2. have the right to require from time to time reports or statements giving such information as he or she may desire with respect to any and all of the Organization's financial transactions from the officers, employees, or agents transacting the same;
3. keep or cause to be kept, at the Organization's principal office or such other office or offices as the board of directors shall from time to time designate, correct records of the Organization's funds, business, and transactions, and exhibit those records to any director of the Organization upon request at that office;
4. deliver to the Administration, the board of directors, or the president, whenever requested an account of the Organization's financial condition and of all his or her transactions as treasurer, and as soon as possible after the close of each fiscal year, make or cause to be made and submit to the board a like report for that fiscal year;
5. at each annual members' meeting, furnish copies of the Organization's most current financial statement to the members and answer questions that may be raised regarding the statement;
6. prepare and revise the Organization's annual budget at the direction of the Administration and board of directors; and
7. in general, perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the Administration, board of directors or the president.

If required by the Administration or board of directors, the treasurer shall furnish a bond for the faithful discharge of his or her duties in such sum and with such surety or

sureties as the board shall determine.

**Section 5.13. The Assistant Treasurers.** The assistant treasurers shall perform such duties as from time to time may be assigned to them, individually or collectively, by the Administration, the board of directors, the president, or the treasurer. In the event of the treasurer's absence or disability, one or more of the assistant treasurers may perform such duties of the treasurer as the treasurer, the president, or the board of directors may designate. If required by the Administration or board of directors, any assistant treasurer performing the duties of the treasurer hereunder shall furnish a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the board shall determine.

## **ARTICLE 6**

### **Contracts, Loans, Checks, and Deposits**

**Section 6.01. Contracts.** Only the Administration, along with the approval of the board of directors, may authorize any officer or officers, or agent or agents, to enter into any contract or execute or deliver any instrument in the Organization's name and on its behalf. The authorization may be general or confined to specific instruments. When an instrument is so executed, no other party to the instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers, or agent or agents.

**Section 6.02. Checks, Drafts, etc.** All checks, drafts, or other orders for the payment of money, or notes or other evidences of indebtedness issued in the Organization's name, shall be signed by such officer or officers, or agent or agents, of the Organization and in such manner as shall from time to time be determined by or under the authority of the Administration and board of directors.

**Section 6.03. Deposits.** All funds of the Organization not otherwise employed shall be deposited from time to time to the Organization's credit in such banks, trust companies, or other depositories as may be selected by or under the authority of a resolution of the Administration and board of directors.

## **ARTICLE 7**

### **Contracts Between the Corporation and Related Persons**

Any contract or other transaction between the Organization and one or more of its directors, or between the Organization and any entity of which one or more of the Organization's directors are owners or employees or in which one or more of the Organization's directors are interested, shall not be voidable by the Organization solely because of the director's interest, whether direct or indirect, in the transaction if:

1. the material facts of the transaction and the director's interest were disclosed or known to the Administration and board of directors (or a committee of the

board of directors), and the Administration and a majority of disinterested members of the board of directors (or committee authorized), approved, or specifically ratified the transaction; or

2. the material facts of the transaction and the director's interest were disclosed or known to Administration and the members entitled to vote, and the Administration and a majority of such disinterested members entitled to vote authorized, approved, or specifically ratified the transaction;

and

3. the transaction was fair to the Organization.

For purposes of this Article 7, a majority of directors having no direct or indirect interest in the transaction shall constitute a quorum of the board or a committee of the board acting on the matter, and 9 disinterested members shall constitute a quorum of the members for the purpose of acting on the matter.

### **ARTICLE 8 Distributions**

The board of directors may make no distributions of the Organization's assets except as authorized on dissolution under the direction of the Administration. Any assets not distributed upon dissolution shall become the property of the Parish.

### **ARTICLE 9 Fiscal Year**

The fiscal year of the Organization shall always be the same as the fiscal year for School.

### **ARTICLE 10 Indemnification**

The Organization shall, to the fullest extent, indemnify any director, officer, committee member, event coordinator and member of any event commission of the Organization against reasonable expenses and against liability incurred by a director, officer, committee member, event coordinator or member of any event commission in a proceeding in which he or she was a party because he or she was a director, officer, committee member, event coordinator or member of any event commission of the Organization. These indemnification rights shall not be deemed to exclude any other rights to which the director, officer, committee member, event coordinator or member of any event commission may otherwise be entitled. The Organization shall, to the fullest extent, indemnify any employee who is not a director, officer, committee member, event coordinator or member of any event commission of the Organization, to the extent the employee has been successful on the merits or otherwise in defense of a proceeding, for all reasonable expenses incurred in the proceeding if the employee was a party because he or she was an employee of the Organization. The Organization may, to the fullest extent, indemnify, reimburse, or advance expenses of directors, officers,

committee members, event coordinators and members of any event commission.

## **ARTICLE 11 Amendments**

**Section 11.01. By Members.** These bylaws may be amended or repealed upon affirmative vote of 2/3 of those members present at a regular or special members' meeting at which a quorum is present, subject to approval of the Administration and Education Commission of the Parish Council.

**Section 11.02. By Education Commission of the Parish Council.** With or without approval of the members of the Organization, these bylaws may be amended or repealed by action of the Education Commission of the Parish Council, subject to approval of the Administration.

**Section 11.03. By Principal.** With or without approval of the members of the Organization, or the Education Commission of the Parish Council, these bylaws may be amended or repealed by action of the Principal, subject to approval of the Pastor.

**Section 11.04. By Pastor.** With or without approval of the members of the Organization, the Education Commission of the Parish Council, or the Principal, these bylaws may be amended or repealed by action of the Pastor.