

# Bylaws

of

## All Saints Academy of Webster, Massachusetts, Inc.

### ARTICLE I – NAME AND AFFILIATION

#### Section 1.1 Name

The name of the corporation is the “All Saints Academy of Webster, Massachusetts, Inc.” (hereinafter referred to as the “Corporation”), a charitable corporation organized in accordance with the provisions of Chapter 180 of the General Laws of The Commonwealth of Massachusetts.

### ARTICLE II – PURPOSES; POWERS

#### Section 2.1 Purposes

The purposes of this Corporation shall be:

- (a) to establish and operate a Catholic school, to be named All Saints Academy (the “School”), offering pre-kindergarten through eighth grade education to enhance the intellectual and spiritual development of students according to the teachings of Jesus Christ and The Roman Catholic Church (the “Church”);
- (b) to fulfill and support the educational mission of the Church, the Roman Catholic Diocese of Worcester (the “Diocese”) and the Roman Catholic Bishop of Worcester, a Corporation Sole (the “Bishop”) all in accordance with the teachings of the Church as enunciated by the Holy Father and the Bishops in communion with him, more specifically, this Corporation shall, in all such matters, accept, rely upon and defer to the teaching authority of the Bishop in all matters of faith and morals; and
- (c) to exclusively perform religious, charitable, scientific, literary and educational activities in support of the Church, the Diocese, and the Bishop, as are permitted by corporations organized under Chapter 180 of the General Laws of The Commonwealth of Massachusetts (or the corresponding or successor provisions of any future Massachusetts law), as the same may be amended from time to time (hereinafter, “Chapter 180”) and as are permitted by corporations which qualify for exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding or successor provisions of any future United States internal revenue law), as the same may be amended from time to time (hereinafter, the “Internal Revenue Code”) and contributions to which are deductible under the Internal Revenue Code, and which include the making of distributions for religious, charitable, scientific, literary and

educational purposes to organizations which are exempt from federal income tax and to conduct such other activities and programs in furtherance of the foregoing purposes as may be carried out by a corporation organized under Chapter 180 and described in Section 501(c)(3) of the Internal Revenue Code.

## **Section 2.2 Powers**

In furtherance of the aforementioned corporate purposes, the Corporation shall, in accordance with and to the extent permitted by the provisions of Chapter 180, have the following powers:

- (a) to purchase, receive, take by grant, devise, bequest, lease, or otherwise acquire, own, improve, use and deal in and with, real property and personal property and any other assets (herein collectively referred to as "Property"), or any interest therein, wherever situated;
- (b) to sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in, all or any of its Property, or any interest therein, wherever situated;
- (c) to purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares, or other securities or interests issued by others;
- (d) to make contracts, give guarantees and incur liabilities, borrow money, issue notes, bonds and other obligations and to secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its Property, or any interest therein, wherever situated;
- (e) to lend money, invest and reinvest its funds, and take and hold property as security for the payment of funds so loaned, invested or reinvested;
- (f) to do business, carry on its operations and have offices and powers granted by Chapter 180 in any jurisdiction within or without the United States;
- (g) to make donations, irrespective of corporate benefit, for the public welfare or for religious, charitable, scientific, literary, educational or similar purposes;
- (h) to establish and carry out pension, profit sharing, savings, thrift and other retirement, incentive and benefit plans (including welfare benefit plans), trusts and provisions for any or all of its Trustees, officers and employees, and for any or all of the trustees, directors, officers and employees of any corporation or other entity sponsored, owned or controlled, directly or indirectly, by it;
- (i) to participate as a subscriber in the exchanging of insurance contracts specified in Section 94B of Chapter 175 of the General Laws of The Commonwealth of Massachusetts;

- (j) to hold Members' meetings anywhere in the United States;
- (k) to establish other entities of any type or kind or to be a partner or member of any such entity; and
- (l) to have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is formed; provided that no such power shall be exercised in a manner inconsistent with Chapter 180 or any of the other General Laws of The Commonwealth of Massachusetts.

This Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes as a non-profit corporation, and its activities shall be conducted for the aforesaid purposes in such a manner that no part of its net earnings will inure to the benefit of any Trustee, officer or individual. Except to the extent permitted by corporations which qualify for exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code, it shall not engage in carrying on propaganda or otherwise attempting to influence legislation.

At all times this Corporation shall be operated in accordance with the Code of Canon Law of the Church, as in effect from time to time (the "Code of Canon Law") and the teachings of the Church as enunciated by the Holy Father and the Bishops in communion with him; and more specifically, in this regard, the Corporation shall, in all such matters, accept, rely upon and defer to the teaching authority of the Bishop in all matters of faith and morals.

### **Section 2.3 Public Juridic Person**

The Corporation shall undertake all actions necessary and appropriate to secure and maintain recognition as a public juridic person, in accordance with the provisions of the Code of Canon Law. The Corporation shall also undertake all actions necessary and appropriate to secure and maintain the right of the School to be called a "Catholic school," including accepting and affirming that:

- (a) The School shall create an integrated Catholic educational environment that permeates all aspects of its operations. Each child will be challenged to reach his/her full potential - first by meeting each child at his/her current level of understanding and then by fostering in each child a love of learning. Catholic spirituality, liturgical celebration and Gospel values (particularly love of and service to God and one's neighbor) will be an integral part of the curriculum, in an environment that also fosters respect and understanding of other religious traditions. In this regard the School's curriculum will include, and require all students to attend, Catholic religion classes. Students in the School will hear the message of the Gospel and be encouraged to make a life-long commitment to Christ and His Church.
- (b) The School shall operate in accordance with the teachings of the Magisterium of the Catholic Church. In this regard, the School, including its Head of School, Teachers, Business Manager, Administrative Assistants, and other staff, as well as the Board of Trustees, shall accept, rely upon and defer to the teaching authority of the Bishop in all matters of faith and morals.

- (c) The Bishop shall have the authority to remove any of the persons referred to in the second sentence of clause (b) above with or without cause, including, without limitation, if such removal is necessary so as to prevent public scandal as determined in the sole discretion of the Bishop.
- (d) All contracts with employees of the Corporation shall include a provision pursuant to which the employee may be discharged at any time, if such discharge is necessary so as to prevent public scandal as determined in the sole discretion of the Bishop.
- (e) Any priest chaplain(s) of the School must be assigned by the Bishop and, whenever feasible, shall be a priest or priests assigned to Sacred Heart Parish, Webster or Saint Louis Parish, Webster, as long as either such parish exists. The Pastors of each such parish (the “Pastors”) will collaborate with the Bishop in the exercise of his doctrinal and pastoral leadership. The Head of School shall collaborate with the Pastors and the Board of Trustees in meeting the spiritual, liturgical and moral formation needs of the School.
- (f) The religious curriculum of the School shall be subject to the approval of the Office of Religious Education in concert with the Superintendent of Schools of the Diocese (the “Superintendent”).
- (g) All teachers of religion and religious education at the School must be practicing Catholics, in good standing with the Church, and either certified by the Office of Religious Education to teach religion or, in the process of obtaining such certification, to the satisfaction of the Office of Religious Education.
- (h) The School shall conform with all policies from time to time developed by the Catholic School Office and/or promulgated by the Bishop relative to Catholic education currently in force or as may be amended from time to time.

### **ARTICLE III – MEMBERS**

#### **Section 3.1 Identity**

The Members of the Corporation shall be the Bishop, the Vicar General of the Diocese of Worcester (the “Vicar General”), the Superintendent, the Pastors and their respective successors in office.

#### **Section 3.2 Powers of the Members**

Notwithstanding any provision contained in these Bylaws to the contrary, the powers of the Members shall be as follows, such powers to be exclusively reserved to and exercised by the Members except as otherwise provided:

- (a) to approve the mission of the School and ensure that the School remains faithful to its mission;

- (b) to approve any changes to the Articles of Organization or these Bylaws, subject to the prior written consent of the Bishop;
- (c) to approve an annual operating budget as submitted by the Board of Trustees;
- (d) to require that the Board of Trustees obtain appropriate financial audits;
- (e) to approve any capital campaign or capital expenditures in excess of \$50,000;
- (f) to approve the opening or closing of the School or significant changes within the nature or operation of the School;
- (g) to approve any mortgage, pledge or other security interest or similar right to be granted with respect to any Property;
- (h) to approve a sale, merger or consolidation of the Corporation, or any sale, transfer, lease or other disposition of all or any substantial portion of the Property of the Corporation;
- (i) to approve dissolution or liquidation of the Corporation and to designate the recipient of any transfer of assets in the event of dissolution or liquidation, subject to the terms of Article XX below;
- (j) to approve the submission of any application by the Corporation, or by any corporation, partnership, joint venture, or other entity sponsored, owned, controlled or managed by the Corporation or affiliated with the Corporation for any grant or loan or license from any governmental agency or other authority;
- (k) to approve any relationship whereby the Corporation, directly or indirectly, sponsors, owns, controls, manages or is controlled by another entity;
- (l) to approve the exercise of the following powers the Corporation may have (including without limitation, voting powers) as a member, shareholder, partner or participant in any corporation, partnership, joint venture or other entity:
  - (1) to change the philosophy, objectives or the purposes of such corporation, partnership, joint venture or other entity, or its ethical or religious standards;
  - (2) to dissolve or liquidate such corporation, partnership, joint venture or other entity;
  - (3) to approve a sale, merger or consolidation of such corporation, partnership, joint venture or other entity, or any sale, transfer or other disposition of all or any substantial portion of the real and personal property thereof;

- (4) to approve any relationship whereby such corporation, partnership, joint venture or other entity, directly or indirectly, sponsors, owns, controls, manages or is controlled by another entity; and
- (5) to exercise or approve the exercise of any powers such corporation, partnership, joint venture, or other entity may have as a member, shareholder, partner, or participant in any other, corporation, partnership, joint venture or other entity with regard to a power which if undertaken by this Corporation would require the approval of the Members.

Without limiting any other provision of these Bylaws, prior to taking any action which requires ecclesiastical approval or consultation under the Code of Canon Law, the President of the Corporation shall refer such matter to the Bishop. Any response to such request for ecclesiastical approval or consultation under the Code of Canon Law shall be forwarded by or on behalf of the Bishop to the President.

## **ARTICLE IV– MEETINGS OF MEMBERS**

### **Section 4.1 Annual Meeting**

The Annual Meeting of the Members of the Corporation shall be held on the second Tuesday in March of each year. In the event the Annual Meeting is not held on that date, a special meeting in lieu of the Annual Meeting may be held with all the force and effect of an Annual Meeting.

### **Section 4.2 Special Meetings**

Special meetings of the Members may be held at any time. Any Member may call a special meeting at any time upon not less than three (3) days prior written notice to all Members.

### **Section 4.3 Quorum**

Unless otherwise provided by law or in the Articles of Organization, a majority of the Members shall constitute a quorum.

### **Section 4.4 Location**

All meetings of the Members of the Corporation shall be held at the principal office of the Corporation, unless otherwise determined by the Members. The hour of all meetings shall be specified in the notice of the meeting.

### **Section 4.5 Action at a Meeting**

Unless otherwise provided by law, if a quorum exists, the affirmative vote of a majority of the Members present is required to approve any matter.

#### **Section 4.6 Action Without a Meeting**

Any action required or permitted to be taken by the Members may be taken without a meeting if all the Members entitled to vote consent in writing and such written consent is filed with the records of the Corporation. Such consent shall be treated for all purposes as a vote at a meeting. Voting by proxy shall be permitted to the extent permitted by applicable law.

### **ARTICLE V– SUPERINTENDENT OF SCHOOLS**

The Superintendent shall have the following relationship to the School:

1. As the Bishop’s appointee to lead the Catholic Schools in the Diocese, the Superintendent has the authority to take reasonable measures to: see that the School fulfills the mission of the Church; teaches Gospel values; remains faithful to Church doctrine and teachings; operates in keeping with proper educational standards, maintains its academic excellence and offers quality educational programs; subject to budgetary constraints, has sufficient and appropriate faculty, staff and administrators; functions in accord with all policies from time to time developed by the Catholic Schools Office and/or promulgated by the Bishop relative to Catholic education currently in force or as may be amended from time to time, applicable regulations of The Commonwealth of Massachusetts and generally accepted rules/practices for educational institutions, as consistent with the teachings of the Church. Notwithstanding the foregoing, the Superintendent shall not be responsible for the daily operations, means, methods of the School, which shall be the responsibility of the Head of School subject to the general supervision of the Board of Directors under the provisions of these Bylaws.

2. The President and the Superintendent shall each sign the employment agreement for the Head of School.

3. The Board of Trustees and the Superintendent, in each case after consultation with one another, shall have the responsibility to jointly assess and evaluate the Head of School.

### **ARTICLE VI – BOARD OF TRUSTEES**

#### **Section 6.1 Establishment**

The Bishop shall appoint the Board of Trustees of the Corporation.

#### **Section 6.2 Powers; Role**

Subject to the provisions of these Bylaws, the Board of Trustees may exercise all of the powers of the Corporation not otherwise reserved to the Members and shall be responsible for establishing its policies and supervising the direction and management of its affairs, except as otherwise provided by law, by the Articles of Organization or by these Bylaws. Without limiting the foregoing, subject to the powers enumerated in Article II, the Board of Trustees shall have responsibility for supervising the operation of the School in such a manner as to ensure a sound Catholic educational program, consistent with these Bylaws and with all policies from time to time developed by the Catholic Schools Office and/or promulgated by the Bishop relative to Catholic education currently in force or as may be amended from time to time, applicable

regulations of The Commonwealth of Massachusetts and generally accepted rules/practices for educational institutions, as consistent with the teachings of the Church. Specifically, in this regard, the Board of Trustees shall:

1. Interview suitable candidates for the position of Head of School and make a recommendation of an individual to the Bishop and the Superintendent to fill such position (it being understood that no individual may be appointed as Head of School unless such individual has been recommended by the Board of Trustees).
2. Exercise joint oversight of the Head of School with the Superintendent.
3. Annually assess and evaluate the Head of School, after consultation with the Superintendent.
4. Develop, in consultation with the Superintendent and the Head of School, a vision and a five (5) year long-range plan for the School.
5. Approve administrative policies relating to the operation of the School, consistent with the policies from time to time developed by the Catholic Schools Office and/or promulgated by the Bishop relative to Catholic education currently in force or as may be amended from time to time. Normally, these policies are recommended by the Head of School and developed in consultation with the Superintendent.
6. Oversee the general business and financial matters of the School.
7. Annually establish the amounts and policies with respect to tuition and other related fees and costs and in connection therewith to adopt policies with respect to the collection of all such amounts.
8. Establish an annual balanced budget for the School.
9. Negotiate leases with the Pastors or their successors in interest as determined by the Bishop for the use of the school buildings (the "Leases") which school buildings are canonically owned by Sacred Heart Parish in Webster and Saint Louis Parish in Webster (the "Parishes") and civilly owned by the Bishop, and establish policies for the use of grounds and buildings comprising the School. The Leases shall in any event contain the following provisions:
  - (a) The term of the Leases (the "Lease Term") shall be ninety-nine (99) years.
  - (b) The rent under each Lease shall be \$1.00 per year.
  - (c) Each Lease shall provide for the manner in which the property on which the School operates will be utilized. While the School is in session and using the property for School-related purposes, the School will control the use of such property. However, the Board of Trustees of the Corporation will negotiate the applicable Leases in good faith with the Parishes. Each Lease shall provide for the use by the applicable Parish of such buildings and properties for Parish-related



activities at times when the School is not in session. Among other things, the Lease will set forth provisions relating to responsibility for the management, security, maintenance and other aspects of utilization of such buildings and properties. Each Lease shall also establish a process by which such uses are coordinated between the applicable Parish and the Corporation. To the extent that the Parish and the Corporation cannot coordinate the use of the facilities in a given case, the question shall be referred to a mutually agreed-upon arbiter to make a determination. If either party feels aggrieved by this determination, the matter shall be referred to the Bishop for a final and conclusive determination.

- (d) Each Lease will be signed by the Bishop, the Superintendent and the respective Pastor.

10. Generate funds needed to support the budget in cooperation with the Director of Development (if someone is named to such position) and the Head of School. The Director of Development, if hired, shall be a staff person hired by the Head of School and to whom he/she reports.

11. Conduct an annual self-evaluation, using an appropriate instrument approved by the Members.

12. Recommend new members of the Board of Trustees to the Bishop for appointment.

13. Regularly communicate the concerns, plans and decisions of the Board of Trustees to the Bishop, the Superintendent and the Pastors.

14. Determine, consistent with the policies from time to time developed by the Catholic Schools Office and/or promulgated by the Bishop relative to Catholic education currently in force or as may be amended from time to time, the policies and procedures applicable to employment and the value and range of the salary and benefit package to be offered to professional and support staff.

### **Section 6.3 Number of Trustees**

The number of voting members of the Board of Trustees shall no fewer than nine (9) or more than seventeen (17), excluding all ex officio Trustees.

### **Section 6.4 Appointed Members of the Board of Trustees**

The Board of Trustees shall be appointed by the Bishop.

### **Section 6.5 Ex Officio Members of the Board of Trustees**

The Superintendent, or his/her designee, shall be an ex officio non-voting member of the Board of Trustees. The Head of School shall be an ex officio non-voting member of the Board of Trustees. The president of the Parent Organization (as defined in Section 7.4) shall be an ex

officio non-voting member of the Board of Trustees. The Pastors shall be ex officio voting members of the Board of Trustees.

#### **Section 6.6 Term of Office of Appointed Members of the Board of Trustees**

The initial terms of the Trustees appointed by the Bishop (other than the ex officio Trustees) shall be staggered so that as closely as possible one-third of the total number of appointed members shall have a one-year term, one-third of the total number of appointed members shall have a two-year term, and the remaining one third of the total number of appointed members shall have a three-year term. Members of the Board of Trustees can be appointed to a maximum of three successive three-year terms (plus, in the case of the initial Trustees who are appointed to terms of fewer than three years, their respective initial terms). As the terms of such appointed members expire, their successors shall each be appointed for a term of three years. In all cases, the members of the Board of Trustees shall hold such office, except as otherwise herein provided, until their respective appointed terms shall expire and their successors shall have been appointed by the Bishop. After a minimum of one year's absence from the Board of Trustees, following three successive three-year terms (plus, in the case of the initial Trustees who are appointed to terms of fewer than three years, their respective initial terms), a person may be reappointed to the Board of Trustees.

#### **Section 6.7 Vacancies on Board of Trustees**

The Bishop shall fill all vacancies on the Board of Trustees for the unexpired term. The Board of Trustees may act on any matter not otherwise reserved to the Members notwithstanding the existence of one or more vacancies in the Board.

#### **Section 6.8 Removal from the Board of Trustees**

1. Attendance at all Board of Trustees meetings is an expectation for every Trustee.
2. Any appointed member of the Board of Trustees (other than an ex officio Trustee) who is absent from three consecutive or more than one-half of the regular meetings during a calendar year, unless excused by action of the Board of Trustees, shall be notified by the Chairperson of the Board, after notifying the Bishop of the impending action, that, upon approval of the Bishop, his/her appointment will be terminated.
3. A Trustee whose removal is imminent must be notified in writing at least fifteen (15) days before such an action is to take place.
4. Without limiting any other right of the Bishop provided in these Bylaws or the Articles of Organization, an appointed member of the Board of Trustees may be removed at the discretion of the Bishop in the event that the Trustee regularly neglects assigned responsibilities, for actions that are contrary to the teachings of the Church, or otherwise with or without cause.
5. Any member of the Board of Trustees may resign by submitting written notice to the Chairperson of the Board of Trustees specifying the effective date of such resignation.

## **ARTICLE VII – THE RELATIONSHIP OF THE BOARD OF TRUSTEES WITH OTHER GROUPS**

### **Section 7.1 Diocese of Worcester**

The Superintendent shall take all reasonable measures to provide to the Board of Trustees regular information from the Diocese concerning all policies from time to time developed by the Catholic Schools Office and/or promulgated by the Bishop relative to Catholic education currently in force or as may be amended from time to time, as well as applicable laws and regulations of The Commonwealth of Massachusetts.

The School shall be subject to and shall comply with all policies from time to time developed by the Catholic School Office and/or promulgated by the Bishop relative to Catholic education currently in force or as may be amended from time to time and, to the extent applicable, the statutes and regulations of The Commonwealth of Massachusetts.

### **Section 7.2 Head of School**

The Head of School is the academic leader and the primary agent for creating an environment within the School that fosters not only academic excellence but also an integrated Catholic identity that pervades all aspects of the daily operations of the School. He/she is responsible for creating a welcoming atmosphere for all members of the School community (faculty, staff, students, parents, and donors) and a climate that encourages the engagement of each student in the learning process while fostering a love for learning.

The Head of School is also the chief executive officer of the School, who shall:

1. Recruit, interview and appoint teachers, subject to the approval of the Superintendent, in accordance with all policies from time to time developed by the Catholic Schools Office and/or promulgated by the Bishop relative to Catholic education currently in force or as may be amended from time to time, and collaborate with the teachers to ensure an adequate and professional teaching staff in the School.
2. Supervise staff and maintain all documentation on employee performance in accordance with Mass. General Laws Chapter 149, Section 52C and all other applicable laws.
3. Take all reasonable measures to ensure that appropriate administrative procedures and schedules are in place for the effective operation of the School, including as to its general cleanliness and monitoring of all safety issues.
4. Provide leadership in the development of educational programs and the improvement of instruction in the School.
5. Collaborate with the Finance Committee of the Board of Trustees and the Business Manager to develop the annual operating budget for submission to the Board of Trustees for approval.

6. Sign checks, enter into contracts with vendors and supervise the business office of the School. The Head of School is to ensure that all expenditures stay within the approved budget and the Head of School will obtain prior approval of the Board of Trustees for any expenditures beyond the budget.

7. Represent the School, in collaboration with the Development Committee of the Board of Trustees and the Director of Development (if someone is named to such position), in raising annual development and/or endowment income. Any programs to raise such income require the prior written approval of the Board of Trustees as shall any subsequent significant change in or elimination of programs; provided, however, that any capital campaign or capital expenditure in excess of \$50,000 is subject to the prior approval of the Members.

8. Appoint, or enter into contracts on behalf of the Corporation with, the professional and non-professional staff of the School; provided, however, that any such appointment of or contract with professional staff is subject to the approval of the Superintendent before any such appointment or contract is offered.

9. Terminate the employment of any personnel of the School, consistent with the processes and policies established by the Board of Trustees and the Catholic Schools Office for such actions, and after consultation with the Superintendent and the Chairperson of the Board of Trustees.

10. Interpret School policies.

11. Implement within the School all policies from time to time developed by the Catholic Schools Office and/or promulgated by the Bishop relative to Catholic education currently in force or as may be amended from time to time, as interpreted and directed by the Superintendent.

12. Provide regular and accurate reports to the Bishop, the Superintendent, and the Board of Trustees with respect to the operations and finances of the School.

The Head of School shall report directly and be accountable to the Board of Trustees, shall work closely with the Chairperson of the Board of Trustees and the Board regarding local School issues and to enhance the Catholic identity, academic excellence and educational environment of the School, shall be responsible for seeing that all of the School's obligations under School leases as to the physical plant and leased premises are met, and shall coordinate with the Pastors regarding facility, site, and related schedule issues.

The Head of School shall also report directly and be accountable to the Superintendent as to matters related to the implementation of, and compliance with, all policies from time to time developed by the Catholic Schools Office and/or promulgated by the Bishop relative to Catholic education currently in force or as may be amended from time to time.

### **Section 7.3 Faculty**

The relationship between the Board of Trustees and the faculty shall be characterized by mutual support, good communication, and cooperation. The Head of School represents the faculty to the

Board of Trustees. From time to time, teachers may be invited to share information with the Board of Trustees on issues related to the School. The Board of Trustees shall have no role in hiring, evaluating, or terminating any personnel.

#### **Section 7.4 Parent Organization**

The Head of School shall form a single advisory parent organization (the “Parent Organization”), to represent the entire School. The relationship between the Board of Trustees and the Parent Organization shall be characterized by a common vision, clarity of responsibilities and good communication and collaboration.

The president of the Parent Organization shall serve as an ex officio non-voting member of the Board of Trustees, although he/she may not attend executive sessions of the Board of Trustees.

### **ARTICLE VIII – CHAIRPERSON, VICE-CHAIRPERSON AND RECORDING SECRETARY OF THE BOARD OF TRUSTEES**

#### **Section 8.1 Officers of the Board**

The Board of Trustees shall recommend to the Bishop for appointment a Chairperson and Vice-Chairperson of the Board of Trustees.

#### **Section 8.2 Appointment**

The Chairperson and Vice-Chairperson of the Board of Trustees shall be appointed by the Bishop. A person appointed to be Chairperson or Vice-Chairperson must be a Trustee at the time of appointment and, notwithstanding any other provision of these Bylaws, shall continue as a Trustee with full voting rights during his/her term as a Trustee. The Chairperson of the Board of Trustees shall simultaneously serve as President of the Corporation.

#### **Section 8.3 Term**

The terms of the Chairperson and Vice-Chairperson shall be for one year and thereafter until his or her successor is appointed. The Chairperson and Vice-Chairperson may be re-appointed and serve for up to three (3), full consecutive one year terms. After a minimum of one year’s absence from the position of Chairperson or Vice-Chairperson, as the case may be, such individual, if qualified, may be re-appointed to such position on the Board of Trustees.

#### **Section 8.4 Vacancies**

When a vacancy occurs in the office of Chairperson or Vice Chairperson, at the first meeting of the Board of Trustees next occurring, which may be a special meeting called for that purpose, the Board of Trustees shall recommend to the Bishop a person to fill such vacancy. The term of the person appointed to fill the office shall be the balance of the term of the vacated office and shall become effective upon appointment by the Bishop.

### **Section 8.5 Duties of the Chairperson**

The Chairperson of the Board of Trustees shall preside at all meetings of the Board of Trustees and the Executive Committee (see Section 10.2). The Chairperson shall make committee appointments as provided in Article X.

### **Section 8.6 Duties of the Vice-Chairperson**

The Vice-Chairperson shall preside at all meetings in the absence of the Chairperson and shall act as Chairperson should a vacancy occur, until the Board of Trustees recommends, and the Bishop appoints, a successor Chairperson.

### **Section 8.7 Duties of the Recording Secretary**

There shall be a Recording Secretary of the Board of Trustees who shall be appointed by the Chairperson and serve as an assistant to the Chairperson and record the minutes of the meetings. All such minutes shall be maintained by the Recording Secretary (see Section 11.6).

The Recording Secretary need not but may be a member of the Board of Trustees. The Secretary of the Corporation may also serve as Recording Secretary. The Recording Secretary shall be bound by the same rules of confidentiality as the Board of Trustees as more particularly set forth in Section 9.8.

## **ARTICLE IX – MEETINGS OF THE BOARD OF TRUSTEES**

### **Section 9.1 Meetings**

There shall be at least six meetings of the Board of Trustees annually, one of which shall be designated the Annual Meeting. In the first year following initial incorporation of the Corporation, the Board of Trustees shall use its best efforts to meet every other month during the calendar year. Special Meetings may be held at the call of the Chairperson of the Board of Trustees or of the Executive Committee or of the Bishop. From time to time, at the request of the Chairperson or any two (2) Trustees, the Board of Trustees shall meet in executive session; provided, however, that no Trustee who is either an employee of the Corporation or president of the Parent Organization may attend such executive sessions. All meetings of the Board or its subcommittees shall be conducted according to the rules contained in the most current edition of “Robert’s Rules of Order.”

### **Section 9.2 Notice; Location**

- (a) Notice of all meetings of the Trustees specifying the time and place of the meeting shall be mailed to each Trustee at least seven (7) days prior to the date fixed for the meeting, deposited with an overnight courier service at least three (3) days prior the date fixed for the meeting, or given in hand, by telephone, by fax or by E-mail at least twenty-four (24) hours prior to the date and time fixed for the meeting, except that notice need not be given to any Trustee if a written waiver of notice, executed by the Trustee before or after the meeting, is filed with the records of the meeting or to any Trustee who attends the meeting without

protesting at or prior to its commencement the lack of notice to him or her. Except as otherwise provided in Article XVII below, notice of meetings need not state the nature of the business to be taken up at such meeting.

- (b) All meetings of the Trustees shall be held at the principal office of the Corporation, unless otherwise stated in the notice of the meeting. Meetings of the Trustees can be held within or without the Commonwealth of Massachusetts.

### **Section 9.3 Quorum**

A simple majority of the voting members of the Board of Trustees then in office shall constitute a quorum for the transaction of business. Less than a quorum may adjourn any meeting. The meeting may be held as adjourned without further notice.

### **Section 9.4 Action at Meeting**

At any meeting of the Trustees at which a quorum is present, a majority of the Trustees entitled to vote who are present may take any action on behalf of the Trustees, unless a larger number is required by law, by the Articles of Organization or by these Bylaws.

### **Section 9.5 Action Without a Meeting**

Any action required or permitted to be taken at a meeting of the Trustees may be taken without a meeting if all the Trustees entitled to vote consent to the action in writing and such written consents are filed with the records of the meetings of the Board of Trustees. Such consents shall be treated for all purposes as a vote at a meeting of the Board of Trustees.

### **Section 9.6 Participation by Conference Telephone**

Members of the Board of Trustees or any committee may participate in a meeting of the Board of Trustees or any committee by means of a conference telephone or similar communications equipment which permits all persons participating in the meeting to hear each other at the same time, and participation by such means shall constitute presence in person at such meeting.

### **Section 9.7 Sponsors, Benefactors, Friends, etc.**

The Board of Trustees may designate persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the Corporation, or such other title as the Trustees may determine. Unless the Bishop and the Board of Trustees otherwise determines, such persons shall serve solely in an honorary capacity and shall have no rights and responsibilities with respect to the Corporation, including, without limitation, any right to notice of, or to vote at, any meeting of the Trustees.

### **Section 9.8 Confidentiality Statement**

In order to serve as an effective governing body, the Board of Trustees needs its deliberations to be open and frank. To achieve this, the Trustees pledge not to share what is said with those who are not part of the Board; provided, however, that any Trustee may share such information with

the Bishop and the Bishop's staff who have a need to know. The issues dealt with and decisions made will be communicated to others as deemed appropriate through the formal minutes and through the Chairperson.

Strictly confidential matters will be discussed in executive session that may be called by the Chairperson or by any two (2) members of the Board of Trustees. This will include, but not be limited to, personnel issues, legal matters, and financial issues. The content, the discussion, and the decisions reached will not be shared with individuals who are not members of the Board of Trustees except as otherwise authorized by the Board. Notwithstanding any other provision of these Bylaws, the Board of Trustees by vote may allow any person to attend all or a portion of an executive session of the Board when it deems such attendance necessary or advisable.

## **ARTICLE X – COMMITTEES OF THE BOARD OF TRUSTEES**

### **Section 10.1 Standing Committees**

Except as otherwise set forth in this Article X, the following Standing Committees shall be appointed by the Chairperson annually:

- Executive Committee
- Mission Effectiveness Committee
- Educational Program Committee
- Finance Committee
- Development and Marketing Committee
- Facilities Committee
- Nominating Committee
- Long-Range Planning Committee

With the exception of the Executive Committee which shall be fixed at five (5) members, the Chairperson of the Board of Trustees may increase the number of members of any Standing Committee beyond the minimum numbers set forth in Sections 10.3 through 10.9 below; provided, however, that any additional members so appointed who are not members of the Board of Trustees shall serve in an advisory non-voting capacity. The Board of Trustees may also form ad hoc committees from time to time, the members of which shall be appointed by the Chairperson of the Board of Trustees. In addition to Board members, non-Board members with expertise in a particular area can be appointed as advisory non-voting members to any such ad hoc committees.

### **Section 10.2 Executive Committee**

The Executive Committee shall be composed of the Chairperson and Vice-Chairperson of the Board of Trustees, the Head of School and two at large members of the Board of Trustees who shall be elected by a majority vote of the Trustees at the Annual Meeting. The "at large" Trustee members of the Executive Committee shall each serve a term of one (1) year and, unless otherwise determined by the Board of Trustees, thereafter until their successors are appointed.



Except as otherwise provided by law, the Articles of Organization or these Bylaws, the Executive Committee shall have the power to transact all regular business of the Board of Trustees, provided that any action taken shall not conflict with the policies or expressed wishes of the Board of Trustees and that it shall refer to the full Board of Trustees all matters which the Executive Committee in its reasonable, good faith judgment deems to be of major importance.

The Executive Committee shall keep minutes of its meetings, including all votes taken thereat, and copies thereof shall be forwarded to all members of the Board of Trustees before the Board's next regular meeting. Actions taken by the Executive Committee may be reversed by the Board of Trustees but, subject to the limitations hereof, shall be valid unless and until so reversed.

The Executive Committee shall formulate policy, recommending it to the full Board of Trustees for consideration and approval.

### **Section 10.3 Mission Effectiveness Committee**

The Mission Effectiveness Committee shall be composed of the Head of School and at least two Trustees appointed by the Chairperson of the Board of Trustees. Additionally, the Pastors shall be appointed as voting members of the Committee, which shall be responsible for making recommendations to the Board of Trustees for promoting the understanding and the implementation of the mission and philosophy of the School in accordance with Gospel values as expressed in the traditions and teachings of the Catholic Church.

### **Section 10.4 Educational Program Committee**

The Educational Program Committee shall be composed of the Head of School and at least two Trustees appointed by the Chairperson of the Board of Trustees. The Committee shall be responsible for making recommendations to the Board of Trustees that enhance and promote the totality of the learning experience and personal development that the School plans and implements for its students.

### **Section 10.5 Finance Committee**

The Finance Committee shall be composed of the Head of School and at least two Trustees appointed by the Chairperson of the Board of Trustees. The Chairperson of the Finance Committee shall be named by the Chairperson of the Board of Trustees. The Finance Committee provides an annual budget, developed with input from the Head of School, for approval by the full Board of Trustees and by the Members. After approval by the Board of Trustees and Members, the Finance Committee will work with the Business Manager of the School to oversee implementation of the budget. The Finance Committee shall provide periodic financial reports to the Board of Trustees which, among other things, shall identify any expenditures (a) in excess of the approved budget, and (b) not contemplated in the approved budget. The Finance Committee will recommend the form of the Board of Trustees' response to the auditor's annual management letter.

## **Section 10.6 Development and Marketing Committee**

The Development and Marketing Committee shall be composed of at least two Trustees appointed by the Chairperson of the Board of Trustees. The purpose of the Committee is to assist the Head of School by helping to focus the Board on the proper role and function of development at the School; informing the Board of plans and activities of the Committee; providing assistance, support and active leadership to the development efforts; assisting the Director of Development (if this position exists) and the Head of School in areas such as public relations, student recruitment, annual fund, and capital projects.

## **Section 10.7 Facilities Committee**

The Facilities Committee shall be composed of at least three Trustees appointed by the Chairperson of the Board of Trustees. The Committee shall monitor and assess the physical facilities, grounds and space utilization. It also shall be the Committee's responsibility to submit a Facilities and Grounds Plan to the Board of Trustees, regarding priorities and feasibility of recommendations related to grounds and facilities, to recommend to the Board of Trustees after consultation with the Diocese, the selection of architects, contractors and other sources of expertise for the continued maintenance and improvement of the grounds and facilities and to monitor the implementation of the Leases between the School and the Parishes and other contracts relating to the grounds and facilities.

## **Section 10.8 Nominating Committee**

The Nominating Committee shall be composed of at least three Trustees appointed by the Chairperson of the Board of Trustees. The Nominating Committee shall submit at appropriate times a list of nominees to be considered for appointment to the Board of Trustees, consistent with the provisions of Article VI.

## **Section 10.9 Long-Range Planning Committee**

The Long-Range Planning Committee shall be composed of at least two Trustees appointed by the Chairperson of the Board of Trustees. The Long-Range Planning Committee shall develop a comprehensive five-year plan containing achievable objectives and strategies that are consistent with the School's purpose and the annual goals established by the Board. The Board will review the plan and in consultation with the Long-Range Planning Committee modify the plan as appropriate prior to its adoption. The Long-Range Planning Committee, working closely with the Head of School, shall also establish a process for coordinating all activities involved with implementing, evaluating, and revising the five-year plan and its strategies.

## **Section 10.10 Quorum of Committees**

Except where otherwise provided, a majority of the voting members of each Committee, but no fewer than two members, shall constitute a quorum for transaction of business.

## **ARTICLE XI – OFFICERS OF THE CORPORATION**

### **Section 11.1 Officers**

The officers of the Corporation shall be a President, a Treasurer, and a Secretary, who shall also be the Clerk. The Chairperson of the Board of Trustees shall also be President of the Corporation and immediately following the Bishop's appointment of the Chairperson pursuant to Section 8.2 above, the Trustees shall elect such individual as President by majority vote of the Trustees entitled to vote and who attend the Annual Meeting of Trustees (or special meeting in lieu thereof). The Treasurer and Secretary shall, in consultation with the Bishop, be elected to such office by a majority vote of the Trustees entitled to vote and who attend the Annual Meeting of the Trustees (or special meeting in lieu thereof). The same person may hold two or more offices.

### **Section 11.2 Officers' Tenure**

Each officer shall hold office until the next Annual Meeting of the Trustees and thereafter until his or her successor is elected unless a shorter period shall have been specified by the terms of his or her election, or in each case, until he or she sooner dies, resigns, is removed, or becomes disqualified. Any officer may resign at any time by giving notice in writing to the Chairperson or the Secretary specifying the effective date of such resignation, and may be removed at any time with or without cause by (i) the Board of Trustees or (ii) the Bishop. For the purpose of any vote of the Trustees relating to the removal of an officer, such officer's vote shall not in any way be included in the determination thereof.

### **Section 11.3 Temporary Officers**

In case of the absence or inability to act of an officer, as determined in good faith by the Trustees, the Trustees may temporarily appoint another individual to perform the duties of such officer during such absence or inability to act; provided, however, that any such appointment of a President shall require the approval of the Bishop.

### **Section 11.4 Resignation; Vacancies**

A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by the Board of Trustees for the unexpired portion of the term, in consultation with the Bishop; provided, however, that any such appointment of a President shall require the approval of the Bishop.

### **Section 11.5 Duties of the President**

The President shall be the principal executive officer of the Corporation and shall, subject to the supervision of the Board of Trustees, have primary responsibility for overseeing the general management of the affairs of the Corporation. The President shall have other rights and perform such other duties customarily incident to the office of president of a non-profit corporation or as may be reasonably designated by the Board of Trustees. By resolution of the Board of Trustees, the Trustees shall establish policies regarding the authority of the President to sign checks, drafts, notes and orders for the payment of monies, and to execute contracts on behalf of the

Corporation, without approval by the Board of Trustees or a committee thereof. The President shall make an annual presentation regarding the state of affairs of the Corporation to the Bishop. Unless otherwise specifically set forth in these Bylaws, the term and other specifics of the President's engagement shall be as approved by the Board of Trustees.

Except as set forth in Section 7.2 with respect to the Head of School or as the Board of Trustees may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes and other obligations made, accepted or endorsed by the Corporation shall be signed by the President. The President may be authorized to sign checks to the extent so authorized by the Board of Trustees. Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Corporation by two of its officers, of whom one is the President and the other is the Treasurer, shall be binding upon the Corporation in favor of a purchaser or other person relying in good faith on such instrument, notwithstanding any inconsistent provisions of the Articles of Organization, Bylaws, resolutions or votes of the Corporation. In the event of the inability of the President to sign due to incapacity, absence from the Commonwealth of Massachusetts, or death, the foregoing documents may be signed by the Treasurer.

#### **Section 11.6 Duties of the Secretary**

The Secretary (who shall also serve as the Clerk) shall be a resident of the Commonwealth of Massachusetts, unless the School has a resident agent duly appointed for service of process.

The Secretary shall:

- (i) keep on file a complete copy of the Articles of Organization and all amendments and restatements thereof and a complete copy of these corporate Bylaws and all amendments and restatements thereof;
- (ii) maintain a register of the names and addresses of the Members, all Trustees of the Corporation, all officers of the Corporation, and the members of any committees of the Board of Trustees of the Corporation;
- (iii) keep on file the records of all proceedings of the incorporators, of the Members, the Trustees and committees of the Board of Trustees of the Corporation in a book or series of books, which shall be kept within the Commonwealth of Massachusetts at the principal office of the Corporation or at the office of the Secretary or the Corporation's resident agent and open at all reasonable times to the inspection of any Member or any Trustee;
- (iv) give proper notice of meetings of the Board of Trustees, when directed to do so;
- (v) perform such other duties as may from time to time be prescribed by the Bishop, the Board of Trustees or the President; and
- (vi) perform all duties usually incident of the office of the Secretary.

## **Section 11.7 Duties of the Treasurer**

The Treasurer shall:

- (i) keep accurate accounts of all monies of the Corporation that are received or disbursed;
- (ii) have care of all funds and securities of the Corporation;
- (iii) deposit all monies, drafts and checks in the name of, and to the credit of, the Corporation, in such banks and depositories as the Board of Trustees shall from time to time designate;
- (iv) have the power to endorse for deposit all notes, checks and drafts received by the Corporation;
- (v) provide to the Bishop and the Board of Trustees an annual report on the financial condition of the Corporation as of the close of the fiscal year;
- (vi) have care and custody of the funds, securities and valuable papers of the Corporation, except the Treasurer's own bond;
- (vii) perform such other duties as may from time to time be prescribed by the Board of Trustees or the President; and
- (viii) perform all duties usually incident to the office of the Treasurer.

## **ARTICLE XII – RELIGIOUS EDUCATION, SACRAMENTAL PREPARATION, LITURGICAL PROGRAMS**

### **Section 12.1 Religious Education**

The religious education curriculum for the School shall conform to the standards and guidelines of the Office of Religious Education of the Diocese.

### **Section 12.2 Sacramental Preparation**

Sacramental preparation of students will be the responsibility of each student's home parish.

### **Section 12.3 Liturgical Programs**

The clergy of Sacred Heart Parish, Webster and Saint Louis Parish, Webster, and other parishes served by the School will periodically visit the School's campus and participate in School activities within or relating to such respective parish. Clergy from Sacred Heart Parish, Webster and Saint Louis Parish, Webster, and other parishes served by the School will be available for the sacramental celebrations and other pastoral activities planned in collaboration with the School.

### **ARTICLE XIII – ADMISSION OF STUDENTS**

Implementation of the admission policy will be the responsibility of the Head of School. The policy will be formally reviewed and approved annually by the Board of Trustees.

The School will admit students of any race, nationality, ethnic origin, or sex to all rights, privileges, programs, and activities generally accorded or made available to students in the School. The School will seek to serve primarily parents who want a Catholic education for their children. The admissions policy shall provide that students from Sacred Heart Parish, Webster and Saint Louis Parish, Webster will be given priority admission to the School. Students from other parishes and communities are welcome to apply for admission.

Children of all faiths can be admitted with the understanding that they participate in the religion program and religious services of the School.

### **ARTICLE XIV – PARISH SUPPORT**

In addition to the Leases (see Section 6.2 above), a Memorandum of Understanding will be negotiated with each Parish outlining the broader relationship between the Parish and the School and the financial responsibilities of such Parish. Each memorandum will be signed by the Bishop, the Superintendent and the respective Pastor.

### **ARTICLE XV – PERSONAL LIABILITY; INDEMNIFICATION, INSURANCE, CONFLICTS OF INTEREST**

#### **Section 15.1 No Personal Liability on Certain Obligations of the Corporation**

Except as otherwise provided by applicable law, no Member, Trustee, officer, employee or other agent of the Corporation shall be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Corporation may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

#### **Section 15.2 Indemnification**

The Corporation shall indemnify, up to the maximum amount of the insurance procured and maintained from time to time by the Corporation pursuant to Section 15.3, each of its present and former Members and members of the Board of Trustees, officers and any persons who serve or have served, at the Corporation's request, as a director or officer of another organization (collectively, "Indemnified Persons" and individually an "Indemnified Person"), against any and all liabilities and expenses, including reasonable attorneys' fees, court costs, and settlement expenses reasonably incurred in connection with or arising out of any actual or threatened action, suit or proceeding in which any Indemnified Person may be involved by reason of his or her being an Indemnified Person, except in relation to matters as to which such Indemnified Person shall be adjudged in such action not to have acted in good faith. Liabilities and expenses incurred with respect to any claim, action, suit or proceeding of the kind or character referred to

in this Section 15.2, actual or threatened, may be advanced by the Corporation prior to the final disposition of such claim, action, suit or proceeding upon approval by the Board of Trustees. The indemnity herein provided for shall not be deemed to be exclusive of any other right or rights to which any of the Indemnified Persons may be entitled under any agreement, any insurance policy or insurance coverage, or as a matter of law.

### **Section 15.3 Insurance**

The Board of Trustees may cause the Corporation to procure and maintain insurance in such amounts and in such form as the Board of Trustees may from time to time deem necessary or desirable in order to indemnify the Indemnified Persons against any expenses or liability of the kind or nature referred to in Section 15.2 of this Article XV.

### **Section 15.4 Standard of Care**

Each Member, Trustee and officer of the Corporation shall perform his or her duties in good faith and in a manner he or she reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position with respect to a similar corporation organized under Chapter 180 would use under similar circumstances. In performing his or her duties, each Member, Trustee and officer shall be entitled to rely upon information, opinions, reports or records, including financial statements, books of account and other financial records, in each case presented by or prepared by or under the supervision of (a) one or more officers or employees of the Corporation whom the Member, Trustee or officer reasonably believes to be reliable and competent in the matters presented, (b) counsel, public accountants or other persons as to matters which the Member, Trustee or officer reasonably believes to be within such person's professional or expert competence, or (c) in the case of a Trustee, a duly constituted committee of the Board upon which he or she does not serve, as to matters within its delegated authority, which committee the Trustee reasonably believes to merit confidence, but he or she shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. Except as may otherwise be provided by applicable law, a Member, Trustee or officer shall not be liable for the performance of his or her duties if he or she acts in compliance with this Section 15.4.

### **Section 15.5 Conflicts of Interest**

The Board of Trustees shall adopt a Conflicts of Interest Policy.

## **ARTICLE XVI – ASSETS FOR EXCLUSIVE USE**

Notwithstanding any provisions contained within these Bylaws or otherwise, all Property of the Corporation (including cash and investments) shall be used exclusively for the furtherance of the purposes of the Corporation.

## **ARTICLE XVII – AMENDMENTS**

Provided that the Articles of Organization expressly permit the Board of Trustees to amend these Bylaws and that the prior written approval of the Bishop has been obtained pursuant to Article III of these Bylaws, then, unless a higher percentage is required by law or the Articles of

Organization, these Bylaws may be altered, amended, or repealed, in whole or in part, (a) by an affirmative vote of a majority of the total number of Trustees then in office at any meeting called for that purpose, provided that the notice of the meeting shall have contained a description of the proposed alteration or amendment, or (b) by the Trustees acting by unanimous written consent.

Following any such vote or action by the Board of Trustees, notice thereof shall be promptly given in writing to the Members of the Corporation. In no event shall any such amendment become effective unless and until the prior written approval of the Bishop has been obtained pursuant to Article III of these Bylaws.

## **ARTICLE XVIII – FINANCE**

### **Section 18.1 Fiscal Year**

Except as otherwise provided by the Board of Trustees, the fiscal year of the Corporation shall end on the 31st day of August in each year.

### **Section 18.2 Financial Statements**

There shall be prepared annually a full and correct statement of the financial affairs of the Corporation, to include a balance sheet and a financial statement of operations for the preceding fiscal year. A current statement of financial affairs shall be submitted at regularly scheduled meetings of the Board of Trustees not less than quarterly and following the close of the fiscal year and within twenty days after the meeting, placed on file at the Corporation's office and a copy thereof shall be provided to each Member.

## **ARTICLE XIX – MISCELLANEOUS**

### **Section 19.1 Corporate Seal**

This Corporation may have a seal that shall be circular in form and shall have inscribed upon its face the name of the Corporation, the year of its incorporation and the word "Massachusetts".

### **Section 19.2 Books and Records**

The Corporation shall keep correct and complete books and records of its accounts and transactions and minutes of the meetings of the Board of Trustees, and any other committees of the Board of Trustees. The books and records of the Corporation may be in written form or in any other form that can be converted within reasonable time into written form for visual inspection. The minutes shall be recorded in written form but may be maintained in the form of a reproduction.

### **Section 19.3 Bonds**

The Treasurer, and such other officers and employees of the Corporation as the Board of Trustees may require, shall give bond for the faithful performance of their duties in such form and amount and with such surety or sureties as the Board of Trustees may direct, which



Treasurer's bond shall be filed with the Secretary. The Board of Trustees may authorize payment of the bond if they so desire.

#### **Section 19.4 Voting Upon Shares in Other Corporations**

Stock or ownership of other corporations, associations or organizations held for investment or other purposes, registered in the name of the Corporation, may be voted or exercised by the Chairperson of the Board, or a proxy appointed by the Chairperson, subject to approval of the Board of Trustees.

#### **Section 19.5 Notice**

Any document which is required by these Bylaws to be mailed shall be deposited in the United States Mail, postage prepaid. Written notice or waiver of notice or other communication under these Bylaws may be given by facsimile transmission, electronic mail, or other means of written communication.

### **ARTICLE XX– DISSOLUTION**

Except as otherwise required by law, subject to the approval of the Bishop, the Corporation may at any time authorize a petition for its dissolution to be filed with the Supreme Judicial Court of the Commonwealth of Massachusetts by the affirmative vote of two-thirds of the total number of Trustees then in office; provided, however, that in the event of any liquidation, dissolution, termination or winding up of the Corporation (whether voluntary, involuntary or by operation of the law), the Property of the Corporation remaining after providing for the payment of its debts, liabilities and obligations shall be conveyed, transferred, distributed and set over outright to the Roman Catholic Bishop of Worcester, a corporation sole which qualifies as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or in the event that the Roman Catholic Bishop of Worcester no longer so qualifies, then to one or more Massachusetts-based charitable or educational institution(s) or organization(s), created and organized for nonprofit purposes similar to those of the Corporation or the purpose of which is to advance and support Catholic education within the Diocese which qualify as exempt from income tax under Section 501(c)(3) of the Internal Revenue Code, as a majority of the Trustees of the Corporation then in office, with the prior approval of the Members, may by vote then designate (a "Qualified Distributee") and, as to any Qualified Distributee, in such proportions and in such manner as may be determined in such vote.