

RESTATED AND AMENDED
BYLAWS OF THE
WAUKESHA CATHOLIC SCHOOL SYSTEM, INC.

Table of Contents

<u>Statement of Purpose</u>	<u>Page</u>
<u>Article 1. Organization</u>	3
1.01 Membership	3
1.02 Purpose and Function.....	5
1.03 Private, Not-for-Profit Corporation	6
<u>Article 2. Board of Directors</u>	7
2.01 Membership.....	7
2.02 Powers and Responsibilities.....	8
2.03 Meetings.....	10
<u>Article 3. Officers of the Corporation</u>	11
3.01 Selection and Removal.....	11
3.02 Duties of Officers.....	11
<u>Article 4. Board Committees and Affiliated Organizations</u>	13
4.01 Board Guidelines.....	13
4.02 Classification and Staffing of Committees.....	13
4.03 Committee Procedures.....	13
4.04 Standing Committees.....	14
4.05 Affiliated Organizations	19
<u>Article 5. Administration</u>	19
5.01 Pastor Liaison.....	19
5.02 Principal of the Waukesha Catholic School System.....	20

<u>Article 6. Finances</u>	21
6.01 Special Approval	21
6.02 Parish Subsidy	21
6.03 Tuition	21
6.04 Third Source Funding	22
6.05 Budget	22
<u>Article 7. Liability and Indemnification</u>	22
7.01 Liability	22
7.02 Indemnification of Officers and Directors	22
7.03 Directors and Officers Insurance	23
<u>Article 8. General Provisions</u>	23
8.01 Duality of Interest.....	23
8.02 Bylaw Adoption and Amendment.....	24

RESTATED AND AMENDED
BYLAWS OF
WAUKESHA CATHOLIC SCHOOL SYSTEM, INC.

Statement of Purpose

- A. St. John Neumann, St. Joseph, St. Mary and St. William (hereafter, the “Founding Parishes”), having prayerfully determined that the School Ministry of their parishioners can be better served by combining the resources of each, ask God’s blessing on this effort, in joining in this corporation to be known as Waukesha Catholic School System, Inc. (the “Corporation”), a non-profit corporation, organized pursuant to the provisions of Chapter 181 of the Wisconsin Statutes.
- B. The Corporation shall be managed and operated in accordance with the Canon Law of the Roman Catholic Church, applicable codes of civil law, and such general policies as have been established or adopted by the Roman Catholic Archdiocese of Milwaukee to serve as a vehicle for fulfilling the pastoral mission regarding the Christian development and education of all members of the Founding Parishes.
- C. This Corporation is established to provide a school system to foster a sense of Catholic Christian identity, encourage quality relationships among the Member Parishes and their respective parishioners, the Christian community and the larger Waukesha community.
- D. This Corporation shall bear witness to its Mission Statement as set forth in the current Waukesha Catholic School System Handbook.

ARTICLE 1
ORGANIZATION

1.01 Membership

(1) Members. There shall be two classifications of membership. The Corporate Member shall be the Archbishop of the Archdiocese of Milwaukee or his formally appointed designee. The Constituent Members shall be the founding parishes and such other parishes as shall subsequently petition for and be granted membership in the Corporation. The classifications of members shall have the following rights and obligations.

(2) Corporate Member. The Corporate Member shall be the sole voting member and shall be vested with the following authority and powers which authority and powers, at the

Corporate Member's discretion, may be exercised through one of the pastors of the Constituent Members (the "Pastor Liaison"):

(a) Approval of all corporate documents, including Bylaws, the Articles of Incorporation for the Corporation and any and all modifications and amendments thereto. The Corporate Member shall also have the right to unilaterally amend or restate any corporate document.

(b) Approval of any consolidation or liquidation of the Corporation, as well as subscriptions for Constituent Member status or termination of such status as to current Constituent Members.

(c) Approval of sale of any Corporation owned real estate.

(d) Right to unilaterally remove and replace any Director on the Board of Directors described in Article 2.

(e) Right to unilaterally call special meetings of the Board of Directors for any purpose.

(3) Constituent Members. The Constituent Members shall be members of the Corporation upon the terms and conditions hereinafter set forth.

(a) Initial Term. The initial term to which each of the Founding Parishes subscribes to be a Constituent Member of the Corporation shall be for a minimum of three (3) years.

(b) Subscription. A parish wishing to join the Corporation as a Constituent Member (a "Petitioning Parish") shall submit an application to the Board, which application shall specify to the Board's reasonable satisfaction:

1. The estimated number of the Petitioning Parish's parishioners expected to attend schools operated by the Corporation (collectively the "Waukesha Catholic School System").

2. The Petitioning Parish's contribution to the Waukesha Catholic School System budget based on such estimated attendance, which contribution shall be predicated on a formula developed in accordance with Archdiocesan policies. Approval of the application of a Petitioning Parish shall be by a three-fourths (3/4) or greater majority of the Board, together with approval of the Corporate Member. The approval shall include an apportionment of representation on the Board as determined by the Board at the time of approval. Notwithstanding the foregoing, the number of representatives to the Board of each Founding Parish shall be fixed at one (1) and no Petitioning Parish shall ever exceed three (3) Directors.

3. Initial term. Any Petitioning Parish as hereinafter described shall be bound to an initial term of minimum of three (3) years, notwithstanding Section 3 (b)(1.) of the Article 1.

4. Voluntary Withdrawal. After expiration of the initial three (3) year term herein above described, no Constituent Member may withdraw without prior written consent of the Corporate Member, which consent may be granted only to withdrawal requests made:

a. By the Pastor and other Directors of the requesting parish at least two full school years prior to the effective date of withdrawal;

b. With the approval of the elected trustees of the requesting parish after consultation with its parish council;

c. Following a presentation to the Board for its recommendation to the Corporate Member as to disposition of such request.

5. Involuntary Removal. Any Constituent Member may be expelled from the Corporation upon motion made for cause by one of the other Constituent Members or the Corporate Member. No such motion shall pass unless with the concurrence of the Corporate Member and all Directors, except those who are delegates from the Constituent Member whose expulsion is sought. Prior to any vote on a motion for expulsion, the Constituent Member subject of such action shall be given written notice identifying the reasons for which expulsion is sought and stating a hearing date before the Board of Directors not sooner than thirty (30) days from the date of such notice. At such meeting, the Constituent Member subject of the expulsion action shall have the opportunity to address the Board to explain any extenuating circumstances with respect to the action or omission giving rise to the action for expulsion. The Board of Directors may provide a probationary period or other sanction short of expulsion as the Board deems appropriate in its sole discretion.

1.02 Purpose and Function

(1) Organization. The Corporation is organized by the Members to conduct, maintain, and operate a school system accredited by the Milwaukee Archdiocesan Director/Superintendent and appropriate Wisconsin state agencies, and shall prescribe and regulate the course of instruction and grant diplomas as typically granted by similar institutions. The Corporation is further authorized to do all things necessary, proper and desirable as may be permitted by governing law.

(2) Duties. The Constituent Members are charged with the responsibility of developing the Waukesha Catholic School System in a manner that will provide for the total educational

needs of the students it serves, based on the mission and philosophy of the Waukesha Catholic School System.

1.03 Private, Not-for-Profit Corporation

(1) Tax Exempt Status. It is intended that the Corporation is established to and shall continue to have the status of a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 and Wisconsin law, and these Bylaws and the Articles of Incorporation of the Corporation shall be so construed and all powers and activities provided hereunder shall be limited accordingly.

(2) Earnings. No part of the net earnings of the Corporation shall inure to the benefit of, nor be distributable to, a private individual, but the Corporation shall be authorized to provide reasonable compensation for services rendered and make payments and distributions in furtherance of Corporate purposes.

(3) Restricted Activities. No substantial part of the activities of this Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in, nor intervene in, any political campaign on behalf of any candidate for public office.

(4) Permitted Activities. The Corporation is organized and shall be operated exclusively for religious, charitable, educational and scientific purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, and in furtherance of such purposes, shall be operated exclusively as an organization described in Section 170 (b) (1) (A) (iii) of the Internal Revenue Code of 1986. In furtherance of such purposes, the Corporation may perform the following:

(a) Solicit and receive financial support through gifts, contributions, and grants;

(b) Hold, administer, convert, invest and reinvest, and manage such funds;

(c) Engage in any lawful activities permitted not-for-profit charitable corporations under federal and state law and within the purposes for which the Corporation is organized.

(5) Dissolution. In the event of the dissolution of the Corporation or any forced liquidation, any assets remaining after the satisfaction of claims of creditors and liens or encumbrances upon property are resolved, and all other costs, charges, and expenses of liquidation or dissolution are paid, shall be distributed to the current Constituent Members, with the assets to be used for purposes consistent with the purposes of the Corporation. The distribution of assets shall be pursuant to a plan of dissolution approved by the Corporate Member and Constituent Members and shall consider and be directed by the proportion that each contributed to the school; provided, however, that each of the Constituent Members

receiving assets upon dissolution is then organized for the purpose of religious and charitable activities and is exempt from Federal and State income taxation.

ARTICLE 2 BOARD OF DIRECTORS

2.01 Membership

(1) Number and qualifications. The Board of Directors shall consist of representatives from the Founding Parishes and additional at-large representatives. They will be elected/selected as follows:

(a) The Pastor Liaison/Pastor Designate of each Constituent Member shall serve as an ex-officio voting member of the Board.

(b) Each Constituent Member shall select/elect one of its parishioners to serve as a voting membership term on the Board. Directors selected/elected under this paragraph shall each serve a term of three years. Directors may serve no more than two consecutive terms without a minimum one year absence from the Board. The term shall commence at the first meeting of the new school year; i.e., August and expire at the August meeting at the conclusion of their term. The terms of Directors selected under this paragraph shall be staggered pursuant to a schedule adopted by the Board.

(c) The Pastoral Council shall appoint one of its councilors or a delegate as a voting member on the Board. The initial Director appointed under this paragraph shall be considered for renewal by the Pastoral Council prior to the annual meeting immediately following the first anniversary of their appointment to the Board. Successors to Directors elected/selected under this paragraph shall each serve annual renewable terms of one year commencing at the first meeting after the annual meeting and expiring at the following August meeting.

(d) The Board of Directors will elect/select three to seven additional At-Large Directors from the community, in order to fulfill a desirable skill set or other qualifications, to serve as voting members. The initial Directors appointed under this paragraph shall be considered for renewal prior to the annual meeting immediately following their appointment to the Board. At-Large Directors selected/elected under this paragraph shall each serve a term of two years commencing at the first meeting after their appointment and expiring at the following August meeting. At-Large Directors may serve no more than two consecutive terms without a minimum one year absence from the Board.

(e) No voting Director may be an employee or an immediate family member of an employee of the Waukesha Catholic School System except with the approval of the Board. Only one such Director is allowed on the Board at any given time.

(2) Voting. Each voting Director shall be vested with one vote. No proxy voting shall be permitted.

(3) Non-voting Members

(a) The principal of the Waukesha Catholic School System shall be an ex-officio non-voting member of the Board. The principal shall attend all meetings of the Board.

(b) Waukesha Catholic School System administrative personnel, as may be designated from time to time by the Board, shall be ex-officio non-voting members of the Board. These members shall attend meetings of the Board, as needed/requested.

(4) In the event that a vacancy on the Board shall occur as a result of the death, resignation, removal, health, or incapacity of any Director, those who elected or appointed said Director may fill such vacancy by appointing or selecting a Director to complete the unexpired term. Such position shall be filled within sixty days of the occurrence of the vacancy.

(5) Resignation. Any Director, with exception of the Pastor Liaison/Pastor Designate, may resign at any time by giving written notice to the Board of Directors or the Secretary of the Board. Such resignation shall take effect at the time specified therein or, if no time is specified, upon receipt of the resignation by the Secretary or the Board of Directors. Acceptance of such resignation shall not be necessary to make it effective.

(6) Removal. The Pastor Liaison named to the Board pursuant to Article 2, 2.01(1)(a) may only be removed by the Corporate Member. The Pastor Designate can be removed by the Pastor Liaison at any time. Any other Director may be removed from office by the action of a two-thirds (2/3) majority vote of the full Board of Directors, whenever in their judgment the best interests of the Waukesha Catholic School System will be served thereby. Prior to any vote on removal, the Director who is subject of such action shall have an opportunity to address the Board.

(7) No Compensation. Directors shall serve without compensation except for reimbursement of reasonable expenses incurred with the approval of the Board.

2.02 Powers and Responsibilities

(1) Powers. The Board shall be vested with all powers as are necessary or desirable to govern the Waukesha Catholic School System and discharge its responsibilities, which shall include but are not limited to the following:

- (a) Annual review and approval of the Mission, Values and Vision Statement.
 - (b) Annual approval of the budget after it has been reviewed and recommended by the pastors.
 - (c) Annual approval of tuition plan, salary and benefit scale and criteria for student assistance grants.
 - (d) Approval of a Subsidy formula created in accordance with Archdiocesan policy.
 - (e) Ratification of the appointment, renewal or removal of the Principal of Waukesha Catholic which shall require the concurrence of the Pastor Liaison/Pastor Designate.
 - (f) Acceptance of gifts and bequests both with and without restriction in the name of the Corporation; management of endowment fund and income and restrictions on use of fund assets and property as provided by Waukesha Catholic School System Endowment Fund Decree and Bylaws.
 - (g) Approval of the Corporation's acquisition, purchase, sale, mortgage, lease, transfer or encumbrance of both real and personal property subject to approval of the Corporate Member where such approval is required under Canon Law.
 - (h) Approval of plans for dissolution, merger, consolidation, or liquidation of the Corporation subject to the approval of the Corporate Member.
 - (i) Establish Standing Committees, Affiliated Organizations, and Ad Hoc Committees and delegate such authority as the Board deems necessary or appropriate.
- (2) Duties. The Board is charged with the following duties in consultation with the appropriate individuals.
- (a) Develop long and short-range plans for the Waukesha Catholic School System.
 - (b) Ensure that all policies that relate to the management and operation of the Waukesha Catholic School System are consistent with these Bylaws and Archdiocesan policy.
 - (c) Monitor the effectiveness of the Waukesha Catholic School System in fulfillment of its mission and philosophy.
 - (d) Monitor and review the activities of the Standing Committees, Affiliated Organizations, and Ad Hoc Committees to ensure that their duties and responsibilities are fulfilled.

(e) Establish the procedures for resolution of complaints, grievances, and conciliation issues.

2.03 Meetings

(1) Annual Meeting. The last Board meeting of the school year is the annual meeting which is most typically the June meeting.

(2) Regular Meetings. Regular meetings of the Board shall be open and held as necessary, as agreed upon by the Directors, or as called by the President of the Board. Notice of regular meetings shall be published and/or posted in an accessible place and time shall be provided for parishioners to be heard at the regular Board meetings.

(3) Special Meetings. The President shall call special meetings upon the request of at least one-third (1/3) of the Board members. If reasonably possible, stakeholders shall be notified of special meetings.

(4) Notice. Written notice stating the place, day and hour of regular meetings shall be delivered not less than three (3) days before the date of the meeting, either personally, via mail, or via email, by or at the direction of the President or the Secretary to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail. If reasonably possible, written notice stating the place, day and hour of special meetings as well as the purpose or purposes for which such meeting is called, shall be delivered to each member entitled to vote at such meeting, not less than two (2) calendar days before the date of the meeting, either personally or by mail, by or at the direction of the President or Secretary. Attendance of a Director at a regular or special meeting shall constitute a waiver of notice of such meeting except where an attending Director objects to the transaction of any business because the meeting was not lawfully called or convened.

(5) Quorum. A majority of voting members of the Board shall constitute a quorum.

(6) Order of Business. Board meetings shall be conducted in accordance with the consensus model of decision making. If the Board is unable to reach consensus on an issue, then any Director may call for a vote. The issue for which consensus was unattainable will then be decided by a vote of the Directors with a two-thirds (2/3) majority of the full board required for approval. Board meetings shall be conducted pursuant to an agenda formulated by the President as assisted by the Executive Committee. (change in procedure for meetings)

(7) Minutes. Minutes of Board meetings shall be distributed to the Directors by or at the direction of the Secretary. A summary of Board minutes shall be sent to all Constituent Members so they may be posted. Minutes will be made available to anyone upon request.

**ARTICLE 3
OFFICERS OF THE CORPORATION**

3.01 Selection and Removal

(1) **Nomination and Election.** The principal officers of the Corporation shall be President, Vice-President, Secretary, and Treasurer. The President and Vice-President shall be selected at the June meeting. The Secretary and Treasurer shall be selected at the first meeting of the new school term. All officers shall also be Directors. If the Board is unable to select a person to fill an office through consensus, then any Director may call for a vote. Then the office for which consensus was unattainable shall be filled by vote of the Directors with a two-thirds (2/3) majority of the full board required for approval. Officers shall hold office for a term of one (1) year until their re-election or successors are duly elected at the next annual meeting of the Board of Directors. Every effort shall be made to have a diverse representation from the Founding Parishes.

(2) **Resignation.** Any officer may resign at any time by giving written notice to the Executive Committee of the Board of Directors or the Secretary or the President of the Board. Resignation shall take effect at the time specified therein or, if no time is specified, then it shall take effect at the next Board meeting.

(3) **Removal.** Any officer may be removed from office by the action of a two-thirds (2/3) majority of the full Board of Directors, whenever in their judgment the best interests of the Waukesha Catholic School System will be served thereby. A removed officer may continue to serve as a Director unless the Board decides otherwise. Prior to any vote on removal, the officer who is subject of such action shall have an opportunity to address the Board.

(4) **Vacancies.** A vacancy in any office because of death, resignation, health, removal, disqualification or otherwise, may be filled at the next regular meeting of the Board of Directors or at a special meeting called for such purpose using the same process required in Article 3, 3.01 (1).

(5) **No Compensation.** Officers shall serve without compensation except for reimbursement of reasonable expenses incurred with the approval of the Board.

3.02 Duties of Officers

(1) **President.** The President shall have the following duties:

(a) Assume responsibilities and exercise powers as may be delegated by the Board and at all times to be subject to the policies, control, and direction of the Board.

(b) Sign and execute any instrument authorized by the Board unless the Board has expressly delegated some other officer or agent.

(c) Have such other powers and duties as may be prescribed by these Bylaws and shall assign duties of other Directors or Officers in a manner not inconsistent with the provisions of these Bylaws and the directions of the Board.

(d) Chair all Board and Executive Committee meetings and formulate and circulate the agenda for these meetings.

(2) Vice-President. In the absence or disability of the President, the Vice-President shall perform all duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions of that office. The Vice-President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors or these Bylaws.

(3) Secretary. The Secretary shall be responsible to:

(a) Certify and keep at the business office of the Corporation the original or a copy of these Bylaws and the Articles of Incorporation as amended and shall also provide the Milwaukee Archdiocesan Director/Superintendent with current certified copies of the foregoing.

(b) Keep at the business office of the Corporation a book of minutes of all meetings of the Board and its committees.

(c) Provide all communications and notices as required by these Bylaws or applicable law.

(d) Properly keep and file the books, reports, statements, and all other documents and records as required by law and as directed by the Board.

(e) Exhibit at all reasonable times to any Director, upon application, the Bylaws and minutes of proceedings of the Board and its standing committees.

(f) In general, perform duties incident to the office of Secretary and such other duties as may be assigned by the Board.

(4) Treasurer. The Treasurer shall be responsible for the following:

(a) Monitor the Finance Committee's process to evaluate Corporation funds in a manner required by the Bylaws or as directed by the Board.

(b) Be a member of the Finance Committee, unless an alternate Director is appointed by the Board.

(c) Coordinate with the Finance Committee and school administration for the preparation and delivery of full statements of the financial condition of the Corporation whenever the Board shall require.

(d) Perform such other duties as shall be required by the Board.

ARTICLE 4 BOARD COMMITTEES AND AFFILIATED ORGANIZATIONS

4.01 Board Guidelines

(1) Board Committees, both Standing and Ad Hoc, and Affiliated Organizations, as hereinafter described, shall adhere to and operate within guidelines as set from time to time by the Board.

4.02 Classification and Staffing of Committees

(1) Classification. There shall be two classifications of Committees in addition to Affiliated Organizations: Standing Committees and Ad Hoc Committees. All Chairpersons and Officers of Standing Committees, Ad Hoc Committees, and Affiliated Organizations shall be approved by the Board at the October Board meeting.

(2) Standing Committees. All Standing Committees shall be composed of at least three (3) persons, one of whom must be a Director and serve as liaison to the Board. The Standing Committee Chairpersons shall be selected by the committee and approved by the Board. The Chairperson should not be a Director. All Constituent Members shall have representation on each Standing committee should they so desire.

(3) Ad Hoc Committees. From time to time the Board may create special committees with such powers and responsibilities as decided by the Board. Ad Hoc Committees shall be staffed as the Board directs at the time of their creation.

(4) Committee Term. Committee members shall serve a one or two-year renewable term as determined by Committee membership.

4.03 Committee Procedures

(1) Rules, Quorum and Procedures. Each Committee shall adopt rules for its own governance not inconsistent with these Bylaws or any rules adopted by the Board. Unless

otherwise provided, a majority of the members of a Committee shall constitute a quorum of such committee. All committees shall keep minutes and records of their meetings and activities and shall report the same to the Board at its next regular meeting. Such minutes and records shall be distributed in writing to all of the Directors.

(2) Meetings. Committees shall establish their own meeting dates. All Standing Committees shall meet at least semi-annually. Ad Hoc Committee meetings shall be held whenever called by the Chairperson or requested by any two members of the Committee. Notice of any Committee meeting shall be given to the members at least five (5) days before such meeting. A majority of Committee members may waive such notice when circumstances require a shorter notice.

(3) Additional Duties and Authority. In addition to the enumerated duties and authority set forth in these Bylaws, each Committee shall have such additional duties and authority as from time to time are assigned by the Board.

(4) Subcommittees. Each Committee may establish and appoint subcommittees of itself, but such subcommittees shall not be delegated independent authority and subcommittee actions must be approved by the Committee as a whole.

4.04 Standing Committees

(1) Identification. Standing Committees, shall consist of the following:

- (a) Executive Committee
- (b) Finance Committee
- (c) Development Committee
- (d) Admissions and Marketing
- (e) Technology Committee
- (f) Governance Committee
- (g) Personnel
- (h) Mission and Catholic Identity

(2) Executive Committee. The Executive Committee shall consist of the President, Vice-President, Secretary, and Treasurer. The Principal shall be a non-voting member of the Committee. The Committee shall have the authority to transact all necessary business on behalf of the Board during intervals between Board meetings; provided, however, that no action taken by the Committee shall conflict in any way with Board policies. The Committee shall refer matters of major importance or special significance to the Board unless a more expeditious resolution is required, in which case the Committee may act. The Committee shall keep minutes, report its actions and decisions, and establish the agenda for the next regularly scheduled meeting of the Board. The duties of the Executive Committee shall include:

(a) Orientation of new Directors together with delivery of these Bylaws of the Corporation and any and all other documents and items the Executive Committee deems appropriate.

(b) Periodic review of the Bylaws, operation of the Board and its Committees.

(c) Development and recommendations of procedures for handling grievances consistent with Archdiocesan policies.

(d) Responsible for system-wide long range planning.

(e) Submittal for Board review all meeting minutes and an annual report prior to the Board's annual meeting. Meeting minutes are not required for any Executive Committee meeting which was held solely to set the agenda for an upcoming Board meeting.

(3) Finance Committee. Finance Committee. Each Constituent Member shall select/elect at least one of its parishioners to serve on the Finance Committee. The Committee may include additional members as deemed appropriate by the Board. The Committee shall initially address the operating budget, tuition levels, and parish subsidy and report its recommendations to the Board. No voting member of the Committee may be an employee or immediate family member of an employee of the Waukesha Catholic School System, except with the approval of the Board. Only one such voting member is allowed on the Committee at any given time. The duties of the Finance Committee shall include:

(a) Review and recommendation to the Board of capital and operating budgets projected for the succeeding fiscal year and five-year forecast period, on a timely basis.

(b) Review Corporation financial statements and monitor revenues and expenditures of the Waukesha Catholic School System including the Development Office with a monthly status report. An annual status report shall be presented to the Board at the time the budget is reviewed for the fiscal year. If significant financial issues arise which cannot be corrected by the Director of Finance or contracted accounting firm, the Director of Finance or contracted accounting firm shall advise the Finance Committee of the issue. If necessary, the Finance Committee shall call a special meeting to review the issue and to develop a proposal for remedial action to the Board.

(c) Review financial implications of future plans and investments, and formulate recommendations for the Board, by the Endowment sub-committee.

(d) Conduct annual review of classification of accounts, the audit statement for the past fiscal year and audit requirements and financial statements of all Waukesha Catholic School System Affiliated Organizations and report and make recommendations regarding the same to the Board.

(e) Submittal for Board review all monthly meeting minutes, as appropriate, and an annual report prior to the Board's annual meeting.

(4) Development Committee. The Development Committee shall work with the Principal or appointed representative and the Board to support efforts to identify, cultivate and grow third source funding for Waukesha Catholic. It shall be comprised of a minimum of six members, including the Development Director and one member of the Board. The Committee and the Board of Directors may recommend additional members. The Committee will organize, develop, and maintain work groups which will include but not be limited to the annual Auction, and the Now and Forever event to achieve the committee's goals. The duties of the Development Committee shall include:

(a) Clarify and publicize the school's mission and vision to build awareness of the Waukesha Catholic School System throughout the Founding Parishes, the greater Waukesha community and among alumni members.

(b) Identify, cultivate and solicit prospective donors.

(c) Create various ways to cultivate and maintain donors to grow funding sources.

(d) Develop/update and screen development materials, which include an annual newsletter and annual fund materials.

(e) Critique the annual fund, which includes mail and personal solicitation.

(f) Help identify foundations and grant opportunities along with assisting in the preparation of grant proposals.

(g) Seek ways to promote and solicit deferred gifts such as bequests, life insurance, charitable gift annuities and charitable remainder trusts.

(h) Submit for Board review all meeting minutes and an annual report prior to the Board's annual meeting.

(5) Admissions and Marketing Committee. The Admissions and Marketing Committee will work with the Admissions and Marketing Director, Principal or an appointed representative, and the Board toward developing a comprehensive marketing strategy that will elevate the identity and image of the Waukesha Catholic School System in the local community and beyond. The Committee will strive to increase enrollment and establish a clear consistent message about the benefits of the Waukesha Catholic School System. The Committee shall consist of a minimum of six people with staggered terms of two years. Regular monthly meetings will be held, aligned with the schedule of Board Meetings. The duties of the Admissions and Marketing Committee shall include:

(a) Increase enrollment through cultivation and recruitment.

- (b) Retain present students through clear and concise communication.
- (c) Use public relations and advertising to build awareness both internally and externally.
- (d) Coordinate a comprehensive marketing and communications plan.
- (e) Submittal for Board review all meeting minutes and an annual report prior to the Board's annual meeting.

(6) Technology Committee. The Technology Committee works with the Technology Coordinator to offer direction and expertise to ensure that a learning environment is provided for students and staff which utilizes diverse technologies, enhances the curriculum, academic and social development and empowers the participants to be productive, lifelong learners in an ever changing society. The duties of the Technology Committee shall include:

- (a) Provide guidance for developing and updating the technology plan.
- (b) Set ongoing policy direction for technology use, working to evolve the use of technology over time,
- (c) Approve and prioritize proposals for technology projects.
- (d) Coordinate and expedite work efforts on projects.
- (e) Review and make suggestions for the expenditure of the budgeted technology funds together with the Waukesha Catholic School System Technology Coordinator and the Waukesha Catholic School System Principal.
- (f) Submittal for Board review all meeting minutes and an annual report prior to the Board's annual meeting

(7) Governance Committee. The Governance Committee will work with the Board of Directors toward developing a governance strategy that will strive to enhance the quality of the Waukesha Catholic School System Board of Directors. The Committee shall consist of a minimum of three members with staggered terms of two years. The members will include the current President, as well as at least two members who have previous experience on the Executive Committee. The duties of the Governance Committee shall include:

- (a) Annually review the Bylaws to ensure that they are kept current in reflecting the philosophy and mission of the Waukesha Catholic School System.
- (b) Coordinate an educational program which serves to both inform and enhance the overall quality of the Board of Directors.

- (c) Improve the teaching materials for orientation purposes.
- (d) Identify, at the direction of the Board, prospective individuals who possess desirable skill sets for potential recruitment as future Directors.
- (e) Submittal for Board review all meeting minutes and an annual report prior to the Board's annual meeting.

(8) Personnel Committee. The Personnel Committee shall work with the Principal or a designated representative on personnel issues and policies and shall report to the Board. No voting member of the Personnel Committee shall be an employee or immediate family member of an employee of the School System. The duties of the Personnel Committee shall include:

- (a) Work with the Principal on matters and policies dealing with personnel.
- (b) Work with the Principal to submit to the Finance Committee and the Board the Committee's written recommendations for salary and fringe benefit adjustment.
- (c) Determine procedures for processing of employee grievances and conciliation issues which are consistent with Archdiocesan policy, and the reporting of the ' disposition of such matters to the Board.
- (d) Review annually the personnel policies and hiring practices of the School System with recommendations for needed revisions to be made to the Board.
- (e) Develop and update job descriptions for Waukesha Catholic.
- (f) Review evaluation procedures for school employees based on Archdiocesan policy.
- (g) Submit for Board review meeting minutes and an annual report prior to the Board's annual meeting.

(9) Mission and Catholic Identity Committee. The Mission and Catholic Identity Committee shall work with the principal or appointed representative to encourage faith formation in families and ensure that Waukesha Catholic maintains and enhances its Catholic identity and carries out its mission. The Committee will consist of a minimum of six members for a two-year term with staggering rotation. The members will include one member from the Board of Directors, one teacher, a priest from the Catholic Community of Waukesha or his appointed representative, along with other school and parish representation. The duties of the Mission and Catholic Identity Committee shall include:

- (a) Ensure that the Board of Directors and the leadership team use the school mission statement and teachings of the Catholic Church as the foundation and normative referencing for all planning.
- (b) Clarify, review, and renew the school’s mission statement, annually.
- (c) Assist in formulating policies that will enhance the Catholic identity of the school.
- (d) Assist in planning opportunities for school and family programs in conjunction with the Catholic Community of Waukesha.
- (e) Assist in promoting individual and family service activities and opportunities in conjunction with the Catholic Community of Waukesha.
- (f) Encourage families to actively participate in the parish community.

4.05 Affiliated Organizations

- (1) Identification. Affiliated Organization shall consist of:
 - (a) Athletic Association
 - (b) Home and School Association
- (2) Relationship to the Board. Affiliated Organizations shall have their bylaws and annual budgets approved by the Board and shall otherwise be subject to Board authority. Annual budgets shall be submitted for Board approval no later than the October Board meeting. They must submit for Board review all meeting minutes and an annual report prior to the Board’s annual meeting.

**ARTICLE 5
ADMINISTRATION**

5.01 Pastor Liaison

- (1) The Pastor Liaison/Pastor Designate shall:
 - (a) Be from one of the Founding Parishes in the Waukesha Catholic School System.
 - (b) Determine, except, as otherwise provided by these Bylaws, who shall be authorized to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents on behalf of the Waukesha Catholic School System.

- (c) Represent the other pastors, associate pastors, parish administrators, or parish directors in the development of appropriate policies.
- (d) Hire the Principal after considering the recommendations of a designated search committee and in consultation with the Board pursuant to Article 2.02(1)(e) and approve the hiring and termination of Associate Principals upon recommendation of the Principal in accordance with Archdiocesan Policy.
- (e) Supervise and evaluate annually the performance of the Principal, with input from various stakeholders. The Pastor Liaison/Pastor Designate may welcome the input of the Board or of other pastors, interim pastors, parish directors, or parish administrators in this process.
- (f) Annually renew or terminate the contract of the Principal in concurrence with the Board.
- (g) Act as liaison for the Waukesha Catholic School System to the Archbishop.

5.02 Principal of Waukesha Catholic

- (1) The Principal shall have the authority to direct and administer all the activities of the Waukesha Catholic School System program and shall be responsible for all school activities and programs, subject only to such policies as have been adopted by the Board.
 - (a) The Principal is accountable to the Pastor Liaison/Pastor Designate.
 - (b) Serves on the Board and the Executive Committee as an ex-officio non-voting member.
 - (c) Provides recommendations to the Board for development of policies.
 - (d) Coordinates development of procedures for the implementation of Board and Archdiocesan policies.
 - (e) Provides recommendations and guidance to the Board for development and monitoring of strategic planning.
 - (f) Coordinates development of and procedure for implementation of strategic plan.
 - (g) Submits to the Finance Committee projection of long-term goals and financial implications in consultation with the Director of Finance and Planning Committee.

- (h) Makes recommendations to the Finance Committee regarding salary and benefits in consultation with the Director of Finance and Personnel Committee.
- (i) Submits the operating budget for the succeeding year, in consultation with the Director of Finance, to the Finance Committee for review and recommendation to the Board.
- (j) Oversees, implements, and evaluates with the Development Director a comprehensive development program.
- (k) Shall neither make nor commit to any expenditures in excess of that in the approved budget, as revised, without prior approval of the Board.
- (l) Hires, terminates, renews and supervises all Waukesha Catholic School System personnel in consultation with the Pastor Liaison.

ARTICLE 6 FINANCES

6.01 Special Approval

- (1) Approval of all matters concerning tuition and matters related to budget must meet with the approval of at least $\frac{3}{4}$ of the voting members*, (except as permitted in 6.05(1)) one of whom must be the Pastor. (* or voting members present)

6.02 Parish Subsidy

- (1) The Pastor Liaison/Pastor Designate shall fully support the amount of parish subsidy based on the Board approved formula to be paid to the Waukesha Catholic School System by each Founding Parish.

6.03 Tuition

- (1) The Board shall establish tuition fee schedules (amounts and policies) subject to the requirements of the budget. Tuition schedules shall include all costs to families of children in the Waukesha Catholic School System. The Board shall adopt proper administrative procedures to collect delinquent payments.

6.04 Third Source Funding (Development)

(1) The Board shall establish policies for securing funding for the Waukesha Catholic School System from other sources.

6.05 Budget

(1) Expenditures. The Principal shall neither make nor commit to any expenditures in excess of those in the approved budget without the prior approval of the Board or Executive Committee. The Waukesha Catholic School System shall not make nor approve any expenditure which would require Archdiocesan approval if made by a parish itself without first securing the approval of the Corporate Member and the Board. The Waukesha Catholic School System shall operate on a balanced budget.

(2) Budget Management. The Finance Committee and/or the Director of Finance or Principal shall report regularly to the Board on the current year to date financial status of the Corporation. If any significant situations arise which cannot be corrected by the Director of Finance working with the Finance Committee, the President upon request of the Administrative Team or Finance Committee Chairperson shall call a joint Board-Finance Committee special meeting to determine a course of action which insures that a balanced school year budget is met.

**ARTICLE 7
LIABILITY AND INDEMNIFICATION**

7.01 Liability

(1) No Officer, Director, Committee, or member of a Committee or other person shall contract or incur on behalf of the Waukesha Catholic School System any obligation or liability unless authorized by the Board. No Officer, Director, Committee member, or employee of the school programs is authorized to promise moral or financial support of any charity or other objective on behalf of Waukesha Catholic School system or the Board without the prior approval of the Board.

7.02 Indemnification of Officers and Directors

(1) Each present, former and future Director, Officer, Committee member, or member of an Affiliated Organization (hereafter, collectively, "Indemnities") shall be entitled, without prejudice, to all rights under applicable law for reimbursement by the Waukesha Catholic School System for, and against, all liability and expense (including without limitation, legal

expenses, attorney fees) reasonably incurred in connection with any claim, action suit or proceeding of whatever nature by reason of serving or having served before as a Director, Officer, or Committee or Affiliated Organization member or by reason of any action alleged to have taken or omitted in such capacity, and the Corporation shall hold such Indemnitees harmless with respect to such actions, except as to matters of gross negligence or willful misconduct. The foregoing indemnification and hold harmless agreement shall survive the Indemnitee's actual service and shall include amounts paid or incurred in connection with reasonable settlements made with a view to curtailment of costs of litigation and with the approval of a majority of the Directors then in office, other than those involved, whether or not such majority constitutes a quorum. The Waukesha Catholic School System and its Directors, Officers, employees, and agents shall not be liable to anyone for making any determination as to the existence or absence of liability, or for making or refusing to make any payment hereunder on the basis of such determination, or for taking or omitting to take any other action hereunder, in reliance upon the advice of counsel.

7.03 Directors and Officers Insurance

(1) If no longer available through the Archdiocese of Milwaukee at nominal or no expense, and to the extent reasonably available from a private insurer, the Corporation may obtain Directors and Officers liability insurance in such amounts and upon such terms as the Board determines. The expense for such insurance shall be an item in the Budget.

ARTICLE 8 GENERAL PROVISIONS

8.01 Duality of Interest

(1) Any Director, Officer, Employee, or Committee Member having an interest in a contract or other transaction presented to the Board or a Committee thereof for authorization, approval, or ratification shall make a prompt, full, and frank disclosure of his or her interest to the Board or Committee prior to action on such contract or transaction. The body to which disclosure is made shall determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be inferred to exist. If a conflict is deemed to exist, such person shall not vote on, nor use personal influence on, nor participate (other than to present factual information or respond to questions) in discussions or deliberations with respect to the contract or transaction. Such person may be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.

(2) Fiscal Year. The school shall operate on a fiscal year basis, commencing on the first day of July of each and every year.

8.02 Bylaw Adoption and Amendment

(1) These Restated and Amended Bylaws shall supersede the prior Bylaws in their entirety and may only be further amended or subsequently repealed with the approval of the Corporate Member, after recommendation by the Board. These Bylaws shall be reviewed at least every other year by the Board of Directors, and the annual meeting minutes shall reflect the fact of such review.

Approved by the Board of Directors of Waukesha Catholic School System, Inc., as of the 9th day of September 2018.

The adoption of these Restated and Amended Bylaws is consented to by the Archdiocese of Milwaukee as the Corporate Member of this Corporation as of the _____ day of _____, 2018.

Archbishop Jerome E. ListECKI
Corporate Member