## AMENDED CORPORATE BYLAWS OF

## ALL SAINTS CATHOLIC SCHOOL of KENOSHA, INC (CORPORATION).

### INTRODUCTION

This Corporation shall be known as All Saints Catholic School of Kenosha, Inc. (the Corporation), a nonprofit corporation incorporated and operated pursuant to Chapter 181 of the Wisconsin Statutes, as amended. The Corporation is a K3 - 8 education ministry of the Roman Catholic Archdiocese of Milwaukee. The Corporation shall carry out its corporate purposes in a manner which witnesses to the values and commitment of the Roman Catholic Church as is consistent with the Corporation's Articles of Incorporation.

The Corporation shall be managed and operated in accordance with the Code of Canon Law of the Roman Catholic Church, applicable civil codes, and such general policies as have been established by the Roman Catholic Archdiocese of Milwaukee, and at all times the Corporation shall be managed and its corporate powers shall be exercised in accordance with the philosophy, values and traditions of the Roman Catholic Church. The Corporation is ultimately accountable to the Archbishop of the Archdiocese of Milwaukee to exercise its authority and to discharge its responsibilities.

These Bylaws which state the purpose and function of the Corporation shall be interpreted consistently with the foregoing, the Articles of Incorporation, applicable civil law, and the Code of Canon Law.

VARIABLE REFERENCES

Date of Incorporation: June 21, 2011

Date of Adoption of these Bylaws: July 1, 2026

### ARTICLE I

### CORPORATE MEMBER

1.1 The sole voting Member of the Corporation shall be the Archbishop of Milwaukee. In the eventuality of a vacant See, the duly elected or appointed Administrator of the Archdiocese of Milwaukee shall assume the responsibilities of the Member until such time as a new Archbishop is installed in accord with the provisions of the Code of Canon Law of the Roman Catholic Church.

1.2 Reserved Powers of the Member. The following powers are reserved for the Member: Approval of changes in the purposes, goals and philosophy of the Corporation, and approval of all activities of the Corporation affecting the mission of the Archdiocese and the Roman Catholic Church, as such matters may be enumerated and communicated to the Board of Directors in writing by the Member from time to time.

1.2.1 Approval of any consolidation, merger, transfer, sale or dissolution of the Corporation, its assets, and the creation, merger, sale, transfer or dissolution of any subsidiaries;

1.2.2 Approval of the amendment, restatement or repeal of the Corporation's Articles of Incorporation and Bylaws and the Articles of Incorporation and Bylaws of any subsidiary entities;

1.2.3 Appointment of the Principal of the Corporation; and

1.2.4 Approval of the sale, purchase, acquisition or encumbrance of any ecclesiastical property as such is defined in the Code of Canon Law.

1.3 Actions of the Member. The Member's actions shall be in writing regarding all authority provided to him under these Bylaws. The Member may, by written proxy, authorize and empower any person or persons to exercise the authority provided to him.

1.4 The Member or his Designees (referred to herein as the Board of Counselors) shall meet with the Executive Committee of the Board of Directors at least once per fiscal year to receive reports and discuss matters of concern relating to the fiscal viability and Catholic identity of the institution. The time and location of the meeting shall be designated by the Member.

## ARTICLE II

## PURPOSE

2.1 This Corporation is organized and shall operate exclusively for religious, charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including:

2.1.1 To conduct, maintain and operate for religious, charitable, educational and scientific purposes only, a private, not-for-profit Corporation and all future extensions thereof, to provide operational services for All Saints Catholic School of Kenosha, Inc;

2.1.2 To prescribe and regulate the course of instruction for All Saints Catholic School of Kenosha, Inc;

2.1.3 To establish financial responsibility for the operation of All Saints Catholic School of Kenosha, Inc with parents and alumni, parishes, foundations, corporations and friends, and others as appropriate;

2.1.4 To practice, encourage and support religious beliefs and activities and provide for the spiritual needs of the persons served in the education ministry;

2.1.5 To borrow and lend money, exercise lease agreements, exercise employment contracts and to do all other things necessary, proper or incidental to the aforesaid business and purposes, for the carrying on of the same, and for the promotion of the education, charity and religion of the Roman Catholic Church;

2.1.6 To take by gift or devise and to otherwise acquire, buy, own, hold, sell, convey or otherwise dispose of real and personal property;

2.1.7 To possess and exercise all other powers and authority necessary and proper to affect its purposes and such as are usually possessed by similar charitable and benevolent organizations organized under Chapter 181 of the Wisconsin Statutes; and

2.1.8 To operate exclusively for religious, charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Internal Revenue Code") in the course of said operation.

## ARTICLE III

## PRIVATE, NOT-FOR-PROFIT CORPORATION

3.1 The Corporation shall have and continue to have the status of a corporation which is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, in the course of which the operation:

3.1.1 No part of the net earnings of the Corporation shall personally inure to the benefit of, or be distributable to, its Members, Directors, Officers or other persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

3.1.2 No substantial part of the activities of the Corporation shall be the carrying on of lobbying, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code.

3.1.3 Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

3.2 Meetings. The Member is authorized to hold or call other meetings of or with the Board of Directors at any time.

3.3 Corporate Office(s). The principal office of the Corporation is in Kenosha County, Wisconsin. The address of the principal offices of the Corporation is 4400 22nd Avenue, Kenosha, WI 53140.

## ARTICLE IV

## BOARD OF DIRECTORS

4.1 Functions and Powers. The affairs of the Corporation, including its property and assets, shall be managed by the Board of Directors. The Board of Directors shall carry out the aims and purposes of the Corporation in compliance with the Articles of Incorporation and these Bylaws. The Board of Directors may delegate, as set forth in these Bylaws or in Director Resolutions, certain of its powers and duties. In addition to those powers established by applicable law, the Board of Directors of the Corporation shall have the following powers and duties, in conjunction with, and subject to, as may be appropriate, the reserved powers of the Member as may be set forth in these Bylaws to:

4.1.1 Mission, Catholic Identity, and Evangelization:

4.1.1.1 Assure that the Catholic identity of the Corporation remains among the highest priorities of the school and its Board;

4.1.1.2 Assure that the evangelizing mission of the Roman Catholic Church remains among the highest priorities of the school and its Board;

4.1.1.3 Review policies, procedures and practices developed for student life programs to align with the school mission;

4.1.1.4 Support the Principal in ensuring a culture of excellence throughout the curricular and extracurricular programs;

4.1.1.5 Review mission statement periodically; review and propose revision as needed; and

4.1.1.6 Develop and implement an ongoing faith formation program for Directors in light of the mission and values of the corporation.

4.1.2 Direction, Policy, and Planning:

4.1.2.1 Do and perform any and all acts which are consistent with the laws governing corporations, these Bylaws and the Articles of Incorporation;

4.1.2.2 Shall develop, refine, and fulfill the mission, philosophy, purposes and goals of the Corporation and recommend any changes to the Member;

4.1.2.3 Establish and evaluate policy for the management and operation of the Corporation;

4.1.2.4 Approve plans, structures, systems, reports and recommendations as may be required for the effective and efficient operation of the programs;

4.1.2.5 Arrange for a review of the Bylaws in their totality periodically in accordance to Archdiocese of Milwaukee review calendar for correctness and completeness. Recommend the amendment or restatement of Articles of Incorporation and these Bylaws to the Member;

4.1.2.6 Review and vote, as needed, on recommendations of the Board committees;

4.1.2.7 Set strategic direction through the development, implementation, evaluation, and annual update of a strategic plan;

4.1.2.8 To provide approval and oversight of organizations of parents, alumni, boosters, etc., as it sees fit. These organizations are regulated by the Principal of the Corporation and are directly accountable to him/her as the representative of the Board of Directors. The Board shall approve of all policies or guidelines of any organization affiliated with the school; and

4.1.2.9 No club or organization has the right to use the brand including official name, team names or mascots (now or in the future) of the school or a similar name without prior written consent of the Board.

4.1.3 Finances, Property and Development:

4.1.3.1 Approve an annual budget;

4.1.3.2 Propose to the Member loans to be contracted by the Corporation subject to the written approval of the Member;

4.1.3.3 Propose to the Member any sale, lease, purchase of real estate, as well as any major building improvement by the Corporation subject to the written approval of the Member;

4.1.3.4 Provide for the maintenance of buildings, grounds, and other school facilities owned by the corporation;

4.1.3.5 Determine, except as otherwise provided by the Articles of Incorporation and these Bylaws, who shall be authorized to sign bills, notes, receipts, acceptances, endorsements, checks, releases, and contracts; and

4.1.3.6 Obtain a proper proxy when required for any of the following purposes: (a) buying, selling, or leasing of real estate; (b) incurring debt either by mortgage or line of credit; or (c) any extraordinary expenditure (i.e., an expenditure not made in the normal course of business).

4.1.4 Board Composition/Personnel:

4.1.4.1 Vote on the candidates for the Board of Directors as proposed by the Governance Committee at the Annual Meeting;

4.1.4.2 Recommend to the Member the removal of any Director of the Board;

4.1.4.3 Review and approve Committee membership as defined by the Board Policy Manual;

4.1.4.4 Recommend to the Member the appointment, continuation or termination of the Principal; and

4.1.4.5 Conduct annual evaluations of the Principal and the Board of Directors.

4.1.5 Board Policy Manual:

4.1.5.1 Adopt a Board of Directors Policy Manual which sets forth governance policies and directives guiding the Board's oversight and operations;

4.1.5.2 All members of the Board of Directors and officers shall adhere to all policies and procedures established by the Board as set forth in the Board Policy Manual;

4.1.5.3 Board policies are binding on the Corporation to the extent that they do not conflict with Archdiocese of Milwaukee policy, federal or state law, the Articles of Incorporation, or these Bylaws;

4.1.5.4 The Board of Counselors shall review the Board Policy Manual at least once per fiscal year;

4.1.5.5 The Board Policy Manual may be updated through formal Board of Director resolution approved by at least a majority of voting Directors present; and

4.1.5.6 The Member may adopt and implement changes to the Board Policy Manual at any time in his sole discretion without action by the Board of Directors.

4.2 Number of Directors. The number of Directors constituting the Board of Directors shall be not less than seven (7) nor more twelve (12). The number of Directors may be increased or decreased at any time by an action of the Board of Directors upon approval of the Member.

4.3 Composition. The Member shall serve ex officio as a member of the Board of Directors, with full voting privileges. Additionally:

4.3.1 A member of the Board of Counselors, or its delegate, shall serve as an ex officio non-voting member of the Board of Directors

4.3.2 The Member has the right to appoint individual directors to the Board of Directors. These appointed directors may or may not be ex officio and may or may not have voting privileges.

4.3.3 The remaining Directors will be at-large members, selected and approved by the entire Board Directors and shall serve at the discretion of the Board of Directors subject only to Section 4.6 hereof.

4.3.4 Additional requirements for the composition of the Board of Directors may be defined in the Board Policy Manual.

4.3.5 The Principal shall serve as an ex officio, non-voting member of the Board of Directors.

4.4 Qualifications. Directors shall possess, as basic personal qualifications, intelligence, integrity, competence, good moral character, an interest in and knowledge of the purposes and goals of the Corporation, and a willingness and availability to serve the Archdiocese and this Corporation and its purposes, philosophy, mission, and plans.

4.4.1 Employees of the Corporation and their immediate family (e.g., spouse, parent, child, sibling, in-law) may not serve as a member of the Board of Directors.

4.5 Tenure. Ex officio Directors shall serve as long as they hold their offices. Other Directors shall serve staggered terms of three (3) years each, established at the time of their initial appointment. Directors may be reappointed for one additional term, serving no more than two (2) consecutive three (3) year terms.

4.5.1 In extraordinary circumstances, the Board of Directors may, via resolution, petition the Board of Counselors for one (1) additional year for an at-large director who otherwise has completed two (2) consecutive three (3) year terms. This extra year would be served as a voting Director and would count toward a quorum.

4.6 Selection. The Governance Committee shall oversee the process defined in the Board Policy Manual to identify, recruit, and vet potential Directors. New Directors are selected for the Board by a majority vote of the Board of Directors at the Annual Meeting.

4.6.1 In the case of unexpired terms this election may take place at any meeting. Such selected Directors must meet the composition requirements of Section 4.4 of these Bylaws.

4.6.2 In extraordinary circumstances, the Board of Directors may, via resolution, petition the Board of Counselors to seat a new Director at any time during the fiscal year.

4.7 Attendance. Except for the Member, or designees of the Member, after three (3) unexcused absences from either a Board of Directors and/or Committee Meetings in a fiscal year, the Director is to be contacted by the Chair of the Boar of DIrectors to ascertain his/her interest in remaining as a director.

4.8 Vacancies. Any vacancy in the Board of Directors shall be filled in the same manner as is provided for the appointment or selection of Directors, and each such successor Director shall hold office for the unexpired term of the Director he or she succeeds. During any period that a vacancy exists, the remaining Directors shall continue to act with the power and authority of the full Board of Directors. Service as a Director for an unexpired term of less than two (2) years shall not disqualify a Director from serving two full three (3) year terms.

4.9 Resignation. A Director may resign by oral notice or written notice to the Board of Directors at any time. Acceptance of Director's resignation shall be recorded in the corporate record book.

4.10 Removal. Any Director may be removed from office by the written notice of the Member. Any Director may be removed from office by the majority vote of the Board of Counselors or a majority vote of the full Board of Directors, whenever, in their judgment, the best interest of the Corporation will be served thereby.

4.11 Acceptance of Directors. The method of acceptance of directorship in this corporation shall be by delivery of a written acceptance to the Corporation or oral declaration to be recorded in the corporate record book.

4.12 No Compensation of Directors. Other than the Principal, no Director shall be entitled to, nor shall they receive any compensation for attendance at meetings of the Board of Directors or for other services rendered to the Corporation as Director or member of a committee of the Board of Directors; provided, however, that the Board of Directors may authorize reimbursement to any Director of reasonable expenses necessarily incurred in the performance of duties as Director.

4.12.1 In extraordinary circumstances, a Director may render services to the Corporation for which compensation may be justified. Such occurrences must be approved by two-thirds majority vote of the Board of Directors and be approved by the Board of Counselors.

## ARTICLE V

## MEETINGS OF DIRECTORS

5.1 Quorum. Except as otherwise provided by applicable law or by the Articles of Incorporation or these Bylaws, a majority of the number of voting Directors then holding office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a majority of the voting Directors present (though less than such quorum) may adjourn the meeting from time to time without further notice.

5.2 Voting. Each Director shall be entitled to cast one (1) vote. Except as otherwise provided by applicable law, by the Articles of Incorporation or by these Bylaws, a majority vote of the Directors present at a meeting at which a quorum is present shall constitute the action of the Board of Directors. Directors may not vote by proxy.

5.3 Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by the Articles of Incorporation or these Bylaws.

Unless the Articles of Incorporation provide otherwise, any or all Directors may participate in a regular or special meeting by, or the meeting may be conducted through, the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting; or otherwise communicate contemporaneously during the meeting. A Director participating in a meeting by such means is deemed to be present in person at the meeting. If a meeting will be conducted by electronic means, all participating Directors shall be informed that a meeting is taking place at which official business may be transacted.

Additionally, action required or permitted to be approved by the Board of Directors may be approved without a meeting if the action is approved by at least eighty percent (80%)of the voting Directors then in office, expressed in a written resolution. Such resolution may be circulated by any means of communication, including electronic communications. The action shall be evidenced by one or more written consents describing the action taken, signed by the required number of Directors, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. Electronic signatures shall be valid to the full extent recognized in Chapter 181 of the Wisconsin Statutes.

5.4 Regular and Special Meetings.

5.4.1 The Annual Meeting of the Board of Directors, at which Officers are elected and new Directors are selected, considered the last regularly scheduled Board of Directors Meeting for the fiscal year.

5.4.2 Regular meetings of the Board of Directors shall be held at least quarterly during the year at a time and place agreed upon by the Directors and upon the call of the Chair of the Board.

5.4.2.1 Open Session: portion of the meeting in which non-Board Directors may attend. The Board Policy Manual shall define the process for said individuals to attend and/or speak at a meeting.

5.4.2.2 Closed Session: portion of the meeting in which only Board Directors, designated employees, and invited guests may attend.

5.4.2.3 Executive Session: portion of the meeting in which only Board Directors may attend. The Board, via the Board Chair, may invite others to attend this session.

5.4.3 Special meetings shall be called by the Chair at his/her discretion, the Executive Committee, or the Chair upon a written request of one-third (1/3) of the Directors or by the Member.

5.4.4 The Principal of the Corporation shall attend all meetings of the Board of Directors as an ex officio Director without a vote, unless the Board determines that a meeting without the Principal's attendance be declared to be an executive session. Other school staff members may participate in Board meetings as requested by the Principal.

5.4.5 Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than five (5) days before the date of the meeting. Notice may be given either personally or by postal mail, or by electronic transmission, by or at the direction of the Member, the Board of Counselors, the Chair, the Secretary, or other officer authorized to call the meeting, to each Director entitled to vote at such meeting.

Notice of a meeting may be waived in writing by a Director entitled to notice, either before or after the meeting, in accordance with Wisconsin Statutes § 181.0823. Attendance of a Director at a meeting shall constitute a waiver of notice unless the Director attends for the express purpose of objecting to the transaction of business because the meeting was not lawfully called or convened.

A majority of the Directors entitled to vote shall constitute a quorum for the transaction of business at a meeting of the Board of Directors.

5.4.6 All meetings may be held electronically (e.g., conference calls, computer connections, etc. as permitted under Chapter 181 of the Wisconsin Statutes).

## ARTICLE VI

## OFFICERS

6.1 Officers of the Board. The officers of the Board of Directors shall be four (4) in number and shall consist of the Chair, Vice-Chair, Secretary and Treasurer.

6.1.1 Nomination. The Governance committee shall deliver a list of nominees for the open Offices of Chair, Vice-Chair, Secretary and Treasurer, and shall prepare a ballot containing the names of such nominees and the offices to which they are nominated. Members of the Board of Directors may submit additional names of nominees for the offices before the actual voting takes place.

6.1.2 Tenure. Officers of the Board will serve the following terms:

6.1.2.1 Chair: Term of two (2) consecutive years. May serve one (1) term.

6.1.2.2 Vice Chair: Term of one (1) year. May serve two (2) consecutive terms.

6.1.2.3 Treasurer: Term of two (2) consecutive years. May serve two (2) consecutive terms.

6.1.2.4 Secretary: Term of one (1) year. May serve two (2) consecutive terms.

6.1.2.5 The Board of Directors, via resolution, may petition the Board of Counselors to allow a current Officer to serve an additional consecutive term.

6.1.3 Election. The Officers shall be elected by the Board of Directors at its Annual Meeting and shall hold office for a term as defined in 6.1.2 or until their successors are duly elected at the Annual Meeting or a special meeting of the Board of Directors. Any Elected Officers whose officer term extends beyond their Board term will have their Board term extended.

6.1.4 Resignation. Any Officer 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, then upon receipt of the resignation by the Secretary of the Board of Directors as the case may be, and unless otherwise specified therein. Acceptance of such resignation shall not be necessary to make it effective.

6.1.5 Removal. Any officer may be removed from office by the written notice of the Member. Any Officer may be removed from office by the majority vote of the Board of Counselors or a majority vote of the full Board of Directors, whenever, in their judgment, the best interest of the Corporation will be served thereby. A removed officer may continue to serve as a Director unless the Board decides otherwise.

6.1.6 Vacancies. A vacancy in any office shall be filled by majority vote of the Board of Directors.

6.1.7 No Compensation. Officers of the Board shall serve without compensation but shall be entitled to reimbursement for reasonable expenses incurred in the course of service.

6.7.1.1 In extraordinary circumstances, an Officer may render services to the Corporation for which compensation may be justified. Such occurrences must be approved by two-thirds majority vote of the Board of Directors and be approved by the Board of Counselors.

6.2 Duties of Officers of the Board.

6.2.1 Chair. The Chair shall have such responsibilities and powers as may be delegated by the Board of Directors and shall, at all times, be subject to the policies, control and direction of the Board of Directors. The Chair may sign and execute any instrument authorized by the Board of Directors except when the signing and execution thereof shall have been expressly delegated by the Board of Directors or by these Bylaws to some other Officer or agent or which require prior approval of the Member. The Chair shall have such other powers and duties as may be prescribed by these Bylaws and shall, whenever it may in his/her opinion be necessary, prescribe the duties of other Officers in a manner not inconsistent with the provisions of these Bylaws and the directions of the Board of Directors. The Chair shall chair all Board and Executive Committee meetings.

6.2.2 Vice Chair. The Vice Chair shall work closely with the Chair on all Board matters. In the absence or disability of the Chair, the Vice Chair shall perform all duties of the Chair, and when so acting, shall have all of the powers of, and be subject to, all the restrictions on the Chair.

6.2.3. Secretary. The Secretary shall: either personally perform, or ensure that an employee of the Corporation is performing the following duties:

6.2.3.1 Certify and keep at the Principal's office the original or a copy of these Bylaws, as amended or otherwise altered to date. File a copy of the Bylaws in the original and as may periodically be amended with the Chancery Office of the Archdiocese of Milwaukee;

6.2.3.2 Keep at the Principal's office or such other place as the Board of Directors may direct, a book of minutes of all meetings of the Board of Directors and committees thereof, with the time and place of holding, whether regular or special and, if special, how authorized, the notice thereof given and the names of those present at the meetings;

6.2.3.3 See that all notices are duly given in accordance with the provisions of these Bylaws or as required by applicable law;

6.2.3.4 Be custodian of the records of the Board of Directors;

6.2.3.5 See that the books, reports, statements, and all other documents and record required by law are properly kept and filed;

6.2.3.6 Exhibit at all reasonable times to any Director, upon application, the Bylaws and minutes of proceedings of the Board of Directors and committees thereof; and

6.2.3.7 In general, perform all duties incident to the office of Secretary, and such other duties as may be assigned to him/her by the Board of Directors.

6.2.4 Treasurer. The Treasurer shall manage or provide for the management of the funds of the Corporation in a manner required by the Bylaws or the Board of Directors; keep an accurate account of all monies received and disbursed, and of the money and property on hand; furnish full statements of the financial condition of the Corporation whenever the Board of Directors shall require, and shall perform such other duties as shall be required by the Board of Directors. The Treasurer shall chair the Finance Committee of the Board.

## ARTICLE VII

## COMMITTEES OF THE BOARD

7.1 Committee Authority

7.1.1 The Board may, by resolution from time-to-time, grant to a Board committee authority to exercise designated powers of the Board to the extent permitted by Chapter 181 of the Wisconsin Statutes, and may, by resolution, restrict, modify, or repeal any authority so granted.

Notwithstanding anything contained in these Bylaws, no committee shall exercise any authority prohibited by law or reserved to the full Board of Directors by Chapter 181 of the Wisconsin Statutes, the Articles of Incorporation, or these Bylaws, including but not limited to amendment of the Articles of Incorporation or Bylaws, approval of mergers or dissolution, election or removal of Directors, or actions requiring approval of the Members.

7.1.2 Without the Board resolution mentioned above, Board committees shall have no independent authority. Except where authority is expressly delegated by Board resolution or expressly provided in these Bylaws, the duties of all committees, including standing committees, shall be advisory in nature and shall result in recommendations to the full Board of Directors for action and implementation.

7.2 Classifications of Committees. There shall be three (3) classifications of Committees: Required Standing Committees, Board-Designated Standing Committees and Board-Designated Special Committees.

7.2.1 Required Standing Committees. The following shall be the Required Standing Committees of the Board:

7.2.1.1 Executive Committee

7.2.1.2 Finance Committee

7.2.1.3 Governance Committee

7.2.1.4 Duties and responsibilities are defined in Sections 7.5, 7.6, and 7.7

7.2.1.5 Board may authorize permanent or temporary subcommittees for any Required Committee.

7.2.2 Board-Designated Standing Committees.

7.2.2.1 Board-Designated Standing Committees may be established to provide oversight of areas including, but not limited to, the following:

7.2.2.1.1 Education

7.2.2.1.2 Development / Fundraising

7.2.2.1.3 Facilities

7.2.2.1.4 Human Resources

7.2.2.1.5 Marketing / Enrollment

7.2.2.2 The Board Policy Manual shall define the number of Board-Designated Standing Committees, committee structure, and the duties and responsibilities of each committee, provided that such duties and responsibilities do not conflict with the Articles of Incorporation, these Bylaws, or applicable law.

7.2.2.3 The Board Policy Manual may authorize Board-Designated Standing Committees for areas not specifically identified in Section 7.2.2.1.

7.2.2.4 The Board Policy Manual may authorize permanent or temporary subcommittees for Board-Designated Standing Committees.

7.2.3 Board-Designated Special Committees

7.2.3.1 Board-Designated Special Committees shall be convened and disbanded by the Board.

7.2.3.2 Board-Designated Special Committees shall have specific duties and responsibilities as directed by the Board and shall not conflict with the duties and responsibilities of any Required Committee or Board-Defined Standing Committee of the Board.

7.2.3.3 Board-Designated Special Committees shall have no authority to act independent of the Board of Directors.

7.2.3.4 The Board Policy Manual shall define the duration and membership parameters of Board-Designated Special Committees.

7.3 Committee Membership

7.3.1 The Board Policy Manual shall define the process to submit nominations for members of Required Standing, Board-Designated Standing and Board-Designated Special Committees for election by the Board.

7.3.1.1 Persons who are not members of the Board of Directors are eligible to serve on Board Committees and may be encouraged to do so.

7.3.1.2. Employees of the Corporation may be appointed to serve on Board Committees and shall have full voice in any discussion of the Committee's business but shall not have a vote.

7.3.2 Every Committee of the Board shall include at least one voting member of the Board of Directors who shall chair the committee.

7.3.3 Except as otherwise provided in these Bylaws, Committee Chairs shall be appointed by the Board Chair with the advice and consent of the Board.

7.3.4 Every voting Director shall serve on a committee.

7.4 Committee Procedures.

7.4.1 All Committees shall meet as required. Committee meetings may be called by the Committee Chair or upon the request of one-third of the members of the Committee. Notice of any Committee meeting shall be given to Committee members at least five (5) days prior to the meeting, and such notice may be given by electronic transmission or other means permitted by law. Notice of a Committee meeting may be waived in writing or by attendance at the meeting, except where attendance is for the express purpose of objecting to the transaction of business because the meeting was not lawfully called or convened. A majority of the Committee members may waive the notice requirement when circumstances require shorter notice.

7.4.2 Any meeting of a committee may be held by electronic means (including conference calls, video conferencing, or other electronic communications) as permitted under Chapter 181 of the Wisconsin Statutes.

7.4.3 The act of a majority of the voting members of a Committee present at a meeting at which a quorum is present shall be the act of the Committee, unless the act of a greater number is required by applicable law or by the Articles of Incorporation or these Bylaws. A quorum shall consist of a majority of the voting members of the Committee unless otherwise specified by Board resolution.

7.4.4 As defined in the Board Policy Manual, and subject to the review and approval of the Board Chair, each Committee may establish and appoint sub-committees of itself, but such subcommittees shall not be delegated independent authority.

7.4.5 Each Committee may adopt rules for its own governance not inconsistent with the Bylaws or any rules adopted by the Board.

7.4.6 All Committees shall keep minutes and records of their meetings and submit copies of these to the Board Secretary for maintenance. Such minutes and records shall be distributed in writing to all of the Directors.

7.5 Executive Committee.

7.5.1 The Executive Committee shall consist of the elected Officers of the Board of Directors, namely, the Chair, Vice Chair, Secretary, Treasurer, and the Principal, who shall serve as an ex officio, non-voting member and shall not be counted for purposes of quorum. Additional Directors may be members of the Executive Committee.

7.5.2 The Chair of the Board shall serve as the Chair of the Executive Committee.

7.5.3 Subject to the limitations set forth in these Bylaws and to the extent permitted by Wisconsin law, the Executive Committee may exercise such powers of the Board of Directors as are expressly delegated by resolution of the Board during the interval between meetings of the Board of Directors.

7.5.4 The Executive Committee may meet in executive session if warranted.

7.5.5 The Executive Committee shall keep minutes and report the actions and decisions to the Board of Directors.

7.5.6 The specific duties of the Executive Committee shall be to:

7.5.6.1 Exercise delegated Board authority only when the Board cannot be convened in a timely manner without material risk to the Corporation, except for matters requiring full Board action by law, the Articles of Incorporation, or these Bylaws, and report any action taken at the next regular meeting of the Board;

7.5.6.2 Support the development and implementation of the Corporation's strategic plan;

7.5.6.3 Recommend to the Member the selection, continuation, or termination of the Principal;

7.5.6.4 Develop and implement a plan for the evaluation of the Principal based on his/her goals and job descriptions; and

7.5.6.5 Other duties and responsibilities as defined in the Board Policy Manual provided that such duties and responsibilities do not conflict with the Articles of Incorporation or these Bylaws.

7.6 Finance Committee.

7.6.1 The Finance Committee shall consist of at least one (1) Voting Director in addition to appropriately selected non-Directors. The Treasurer of the Board of Directors shall serve as chair. Principal and the Corporation's highest ranking financial employee and/or designees who may serve as an ex officio, non-voting members and shall not be counted for purposes of quorum.

7.6.2 The general duties of the Finance Committee shall be to:

7.6.2.1 Support the development and implementation of the Corporation's strategic plan;

7.6.2.2 Assist the Principal and finance department in the preparation of the budget and long-term forecasts;

7.6.2.3 Recommend the budget to the Board for approval;

7.6.2.4 Monitor the financial status of the Corporation and its investment process;

7.6.2.5 Report regularly to the Board on the Corporation's financial status;

7.6.2.6 Recommend to the Board of Directors policies and procedures that will enhance the Corporation's financial position; and

7.6.2.7 Other duties and responsibilities as defined in the Board Policy Manual provided that such duties and responsibilities do not conflict with the Articles of Incorporation or these Bylaws.

7.7 Governance Committee.

7.7.1 The Governance Committee shall include at least one (1) Voting Director in addition to appropriately selected non-Directors. The Committee shall be chaired by a Voting Director. The Principal shall serve as an ex officio, non-voting member and shall not be counted for purposes of quorum.

7.7.2 The general duties of the Governance Committee shall include:

7.7.2.1 Support the development of the Corporation's strategic plan;

7.7.2.2 Monitor the implementation of the Corporation's strategic plan and report any concerns to the Board of Directors;

7.7.2.3 Identify, recruit, and vet the quality and quantity of Directors necessary to support the mission and lead the system.

7.7.2.4 Present to the Board of Directors candidates for selection to open Director seats on the Board of Directors at the Annual Meeting or in the event of a Director vacancy during the fiscal year;

7.7.2.5 Present to the Board of Directors candidates for the open Offices of Chair, Vice-Chair, Secretary and Treasurer at the Annual Meeting, and prepare a ballot containing the names of such nominees and the offices to which they are nominated. Members of the Board of Directors may submit additional names of nominees for the offices before the actual voting takes place;

7.7.2.6 Review mission statement at least once every three (3) years and propose revisions as necessary;

7.7.2.7 Review the corporation Bylaws in accordance with the Archdiocese of Milwaukee review cycle and propose appropriate revisions;

7.7.2.8 Develop and implement an orientation program for new Voting Directors and an ongoing board formation program for all Directors in light of the mission and values of the Corporation;

7.7.2.9 Ensure there is an annual Board of Directors self-evaluation and report the results to all Directors;

7.7.2.10 Monitor the compliance of the Corporation with all applicable laws, the Articles of Incorporation, Bylaws, and policies of the Archdiocese of Milwaukee;

7.7.2.11 Develop, revise, and maintain the Board Policy Manual as needed; and

7.7.2.12 Other duties and responsibilities as defined in the Board Policy Manual provided that such duties and responsibilities do not conflict with the Articles of Incorporation or these Bylaws.

## ARTICLE VIII

## ADMINISTRATION

8.1 Principal of Corporation. The Principal shall have the authority to direct and administer all the activities of the Corporation and shall be responsible for all its activities and departments, subject to the Articles of Incorporation, these Bylaws, applicable law, and such policies as have been adopted by the Board of Directors and/or the Archdiocese of Milwaukee. The Principal is accountable to the Board of Directors and to the Member. The Board of Directors will plan a supervision and evaluation process of the Principal.

8.2 Participation at Meetings. The Principal shall participate in all meetings of the Board of Directors and its Executive Committee as a non-voting member, except when these bodies are meeting in executive session including sessions involving matters related to the evaluation, compensation, discipline, or removal of the Principal. The Principal will also attend all meetings of Required Standing Committees, Board-Designated Standing Committee, and Special Committees or shall appoint a staff person to attend the meetings and report back to the Principal.

8.3 Annual Report. Within a reasonable period after the close of each fiscal year, the Principal shall submit to the Board of Directors an annual report regarding his/her evaluation of the current status of the Corporation and its future needs.

## ARTICLE IX

## LIABILITY

9.1 General Liability. No Officer, Committee, member of a Committee, or member of the Board of Directors shall contract or incur any debts on behalf of the Corporation or in any way render it liable unless authorized by the Board of Directors and, where required by the Articles of Incorporation or Member policies, approved in writing by the Member. No Officer, Committee or employee of the Corporation is authorized to promise moral or financial support of any charitable or other objective without the approval of the Board of Directors.

9.2 Indemnification of the Member, Directors and Officers. Each present, former and future Member, Director and Officer of the Corporation shall be entitled, without prejudice, to any other rights he/she may have to be reimbursed by the Corporation for, and indemnified by the Corporation to the fullest extent permitted by law against, all liability and expense (including without limitation, legal expenses) hereafter reasonably incurred by him/her in connection with any claim, action, suit or proceeding of whatever nature in which he/she may be involved as a party or otherwise by reason of having served before or after the date of these Bylaws as a Member, Director or Officer of the Corporation, whether or not such person continues to serve in such capacity.

No indemnification shall be provided for acts or omissions involving willful misconduct, bad faith, or a knowing violation of law, to the extent prohibited by Chapter 181 of the Wisconsin Statutes.

Such indemnification shall include amounts paid or incurred in connection with reasonable settlements made with reasonable settlements approved of a majority of the disinterested Directors of the Corporation then in office, whether or not such majority constitutes a quorum. The Corporation and its Member, Directors, Officers, employees and agents shall not be liable to anyone for making any determination regarding indemnification or for making or refusing to make any payment hereunder in reliance upon the advice of counsel.

## ARTICLE X

## CONFLICTS OF INTEREST

10.1 Policy. Any duality of interest or possible conflict of interest on the part of any member of the Board of Directors, Officer, administrative staff member, volunteer or any employee associated with this Corporation, shall be disclosed and made a matter of record on an annual basis as well as when the interest develops, and before the transaction in question is consummated. The Board of Directors shall adopt and maintain a written Conflict of Interest Policy consistent with this Article. Procedures designed to ensure disclosure may be developed by the Board of Directors from time to time and carried out.

10.2 Conflict of Interest. Any member of the Board of Directors having a liability or possible conflict of interest on any matter should promptly notify the presiding Officer of the same and shall not vote or use his or her personal influence on the matter. However, such Director(s) may be counted in determining the presence of a quorum for the meeting. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, the status of a quorum, and approval of the transaction by a majority of the disinterested Directors present after determining that the transaction is fair and reasonable to the Corporation. Nothing herein shall prevent the interested Director from briefly stating his or her position or answering pertinent questions.

10.3 Good Faith Standard. The Board of Directors, the Principal, Officers, administrative staff members, employees, and volunteers shall exercise the utmost good faith in all transactions related to the Corporation and its operations and shall act in the best interests of the Corporation, with the care an ordinarily prudent person in a like position would exercise under similar circumstances. Such persons shall not accept material gifts, favors, or hospitality that could influence decision-making or create an appearance of impropriety.

10.4 Initial and Annual Statement. At least annually, each member of the Board of Directors, Officer, administrative staff member, volunteer, and employee associated with this Corporation shall execute and deliver to the Chair a conflict-of-interest statement in a form approved by the Chair evidencing compliance with the foregoing and disclosing any conflicts of interest. Such statements shall be retained as part of the Corporation's official records in accordance with its document retention policy.

## ARTICLE XI

## BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, and Committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by the Member or any Director for any proper purpose at any reasonable time.

## ARTICLE XII

## FISCAL YEAR

The fiscal year of the Corporation shall commence on the first day of July and end on the last day of June of each year and every year thereafter.

## ARTICLE XIII

## AMENDMENTS

13.1 Articles of Incorporation. Proposed amendments or restatements to the Articles of Incorporation may be acted upon at any regular meeting or any special meeting of the Board of Directors called for such purpose, by the affirmative vote of a majority of the Directors present at such meeting provided that a quorum is present and subject to the requirements of Article I of these Bylaws.

13.2 Bylaws. In alignment with the Archdiocese of Milwaukee review cycle, proposed amendments to, or replacements of, these Bylaws may be acted upon at any regular meeting or at any special meeting of the Board of Directors called for such purpose, by the affirmative vote of a majority of the Directors present at such meeting, provided that a quorum is present and subject to the requirements of Article I of these Bylaws.

13.3 Member Approval. Any amendment or restatement of the Articles of Incorporation or these Bylaws approved or recommended by the Board of Directors pursuant to Sections 13.1 and 13.2, or otherwise developed by the Board of Directors, shall be subject to the prior written approval of the Member.

Notwithstanding the foregoing, the Member may amend, restate, or adopt the Articles of Incorporation or these Bylaws at any time, in the Member's sole discretion, without action by the Board of Directors.

The undersigned Officers of said Corporation certify that the foregoing Bylaws were adopted by the Directors of the Corporation at a duly called meeting of the Directors at which a quorum was present held on the May 26, 2026, and were approved by the Member on the date noted below.

Stephanie Warren

Chair, Board of Directors

Secretary, Board of Directors

Member, Archbishop Jeffrey S. Grob

June 14, 2026

Date of Approval