

BYLAWS OF REGIS ST. MARY CATHOLIC SCHOOL

STAYTON, OREGON

Preamble

The Corporation (sometimes herein referred to as the "School") has been formed: to carry out the mission of the Roman Catholic Church, as operated through the Archdiocese of Portland in Oregon (the "Archdiocese"), specifically in connection with the educational, religious and charitable operations of the School; and to hold property for the use, benefit of and in trust for the School, its mission, ministries and activities; both of the foregoing, consistent with and subject to the Code of Canon Law of the Roman Catholic Church ("Canon Law") and the doctrines, teachings, traditions, and polity of the Roman Catholic Church.

SECTION 1: MEMBER

- 1.1 Designation of Member.** The Corporation will have a single Member, the Archbishop of Portland in Oregon (the "Archbishop"), as duly appointed by the Holy See or, in the case of vacancy in the position of Archbishop of Portland in Oregon, the duly appointed Administrator of the Archdiocese.
- 1.2 Member's Attorney-in-Fact.** Any consent, approval, authorization, response, writing, instrument or other action required or permitted of or reserved to the Member under these Bylaws, the Articles of Incorporation or the Oregon Nonprofit Corporation Act (the "Act") shall be effective if given, made or executed by the Member or by the Member's attorney-in-fact duly appointed by written instrument executed by the Member and delivered to the Corporation for inclusion in the files and minutes of the Corporation.

SECTION 2: MEMBERSHIP MEETINGS AND ACTION WITHOUT MEETINGS

2.1 Annual Meetings.

- (a) The Corporation shall hold its annual meeting on the third Wednesday of May each year, or at such other time and date as may be fixed by the board of directors. At the annual meeting, the Member may review the business and activities of the Corporation and bring before the Corporation any matter he deems appropriate, including the appointment of the appointed directors of the Corporation consistent with the provisions of Section 3.2(c)(2) below.
- (b) The failure to hold an annual meeting does not affect the validity of any

corporate action.

2.2 Special Meeting.

- (a) The Corporation will hold a special meeting of the Member:
 - (1) on call of the board of directors; or
 - (2) upon the call of the Member.
- (b) Special meetings of the Member may be held in or out of the State of Oregon at the Corporation's principal office or at any other place fixed by the board of directors.
- (c) Only matters within the purpose or purposes described in the meeting notice required by Section 2.4 may be conducted at a special meeting of the Member.

2.3 Action Without Meeting.

- (a) Action required or permitted by the Act to be taken at a membership meeting may be taken without a meeting if the action is taken by the Member, which action must be evidenced by one or more written consents describing the action taken, signed by the Member, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records.
- (b) A consent signed under this Section 2.3 has the effect of a meeting vote and may be described as such in any document.

2.4 Notice of Meeting.

- (a) The Corporation must give notice consistent with these Bylaws of meetings of the membership in a fair and reasonable manner. Notice is fair and reasonable if:
 - (1) the Corporation notifies the Member of the place, date and time of each annual, regular and special meeting of the Member no fewer than twenty one days before the meeting;
 - (2) notice of annual or regular meeting includes a description of any matter or matters which must be approved by or which will be submitted for approval to the Member under the Articles of Incorporation, these Bylaws or the Act; and

(3) notice of a special meeting includes a description of the purpose or purposes for which the meeting is called.

2.4 Waiver of Notice. The Member may at any time waive any notice required by the Act, the Articles of Incorporation or these Bylaws. The waiver must be in writing, be signed by the Member entitled to the notice and be delivered to the Corporation for inclusion in the minutes or filing with the corporate records.

2.5 Proxies.

- (a) The Member may appoint a proxy to vote or otherwise act for the Member by signing an appointment form either personally or by the Member's attorney-in fact. The signed appointment form shall be delivered to the officer or agent of the Corporation authorized to receive proxy appointments for inclusion in the files and minutes of the Corporation.
- (b) An appointment of a proxy is revocable by the Member. Appointment of a proxy is revoked by the person appointing the proxy:
 - (1) Attending any meeting and voting in person; or
 - (2) Signing and delivering to the secretary or other officer or agent authorized to tabulate proxy votes either a writing stating that the appointment of the proxy is revoked or a subsequent appointment form.
- (c) Subject to ORS 65.237 and any express limitation on the proxy's authority appearing on the face of the appointment form, the Corporation is entitled to accept the proxy's vote or other action as that of the Member making the appointment.

2.6 Special Powers Reserved/Authorized to the Member. In accordance with ORS 65.301(3) (and any successor statute so providing), the Member is authorized to exercise the following powers that would otherwise be exercisable by the Corporation's board of directors:

- (a) Approval of a plan of merger (to the maximum extent such authority can be exercised under applicable law by the Member without action of the board of directors);
- (b) Approval of the sale, lease, exchange or other disposition of all or substantially all of the Corporation's assets, other than in the usual and regular course of the Corporation's activities (to the maximum extent such

authority can be exercised under applicable law by the Member without action of the board of directors);

- (c) Approval of the voluntary dissolution of the Corporation (to the maximum extent such authority can be exercised under applicable law by the Member without action of the board of directors); and
- (d) Amendment or repeal of the Articles of Incorporation or Bylaws of the Corporation when such amendment or repeal is necessary for conformity with Canon Law or the doctrines, teachings, traditions and polity of the Roman Catholic Church, as interpreted by the Archbishop in his sole discretion.

2.7 Members Approval of Chief Administrator.

- (a) The "Chief Administrator" means: 1) the president of the School; or 2) the principal, if the School does not have a president.
- (b) The board of directors shall appoint the Chief Administrator subject to the written consent of the Member.
- (c) The board of directors shall designate a search committee to assist the board in making its recommendation(s) to the Member. The search committee shall include representatives from the board of directors and the Department of Catholic Schools and may include representatives from the school and larger community.
- (d) Any candidate considered for the position of Chief Administrator must first be qualified as eligible for the position of Chief Administrator by the Department of Catholic Schools.
- (e) Either the board of directors or the Member may remove the Chief Administrator, provided that the board of directors may not remove the Chief Administrator without the prior written consent of the Member.

SECTION 3: BOARD OF DIRECTORS

3.1 Duties of the Board.

- (a) All corporate powers will be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, the board of directors, subject to any limitations set forth in the Articles of Incorporation or these Bylaws.
- (b) The responsibilities of the board of directors include direction and

oversight of the School in areas of:

- (1) Strategic planning;
- (2) Advancement of the School in the community;
- (3) Financial operations of the School, including approval of the budget;
- (4) Enhancing the School's financial resources, including advancement and development activities;
- (5) Ensuring the Catholicity of the School consistent with the Articles and Bylaws of the Corporation; and
- (6) Evaluating the performance of the Chief Administrator for the Member.

The ordinary day to day management of the School (including, but not limited to matters concerning students, personnel, and the academic, athletic and other activities of the School) shall be delegated to and shall be the responsibility of the Chief Administrator) who shall carry out in the administration of the School all policies established by the Member or the board of directors.

- (c) The board of directors may exercise the following powers, but only with the prior written consent of the Member:
- (1) File a petition in bankruptcy, dissolve, merge or transfer all or substantially all of the assets of the Corporation;
 - (2) Purchase, sell, or otherwise acquire or transfer real property or interests in real property of the Corporation;
 - (3) Sell, dispose of or otherwise alienate any capital asset of the Corporation in a transaction (or a series of related transactions) involving an aggregate amount in excess of the amount determined by the Archbishop in accordance with Canon Law, as it may be modified from time to time;
 - (4) Borrow money, issue notes, bonds and other obligation or secure any of its obligations by mortgage or pledge of any of its property or income;
 - (5) Enter into an agreement to lease real property of the Corporation for a term in excess of that duration determined by the Archbishop in accordance with Canon Law, as it may be

modified from time to time;

- (6) Create or cause the creation of, fund or otherwise authorize the formation of an affiliated or subsidiary entity;
- (8) Apply for any grant, loan or license from any governmental or other agency that might result in the imposition of requirements potentially inconsistent with the teachings of the Roman Catholic Church;
- (9) Amend or repeal of the Articles of Incorporation or Bylaws of the Corporation; and
- (10) Any other action requiring consent of the Member under these Bylaws.

3.2 Number and Qualifications of Directors.

- (a) The board shall consist of not fewer than twelve (12) nor more than fifteen (15) directors excluding *ex-officio* directors. Directors shall be practicing Roman Catholics. However, a maximum of two individuals who are not Catholic and whose values are compatible with and supportive of the Catholic mission of the school may be appointed as directors.
- (b) Except as otherwise provided in the Articles of Incorporation or these Bylaws, each director (including the *ex-officio* directors) shall have and enjoy all rights as a director under the Act, including the right to vote on all matters that may properly come before the board of directors.
- (c) The qualifications of the directors are as follows :
 - (1) Ex-officio Directors. In virtue of holding the position specified, the following will be *ex-officio* directors:
 - A. The Superintendent of Catholic Schools of the Archdiocese (or successor in duties) or the Superintendent's designee;
 - B. The chief financial officer of the Archdiocese; and
 - C. The Chief Administrator of the School.
 - (2) Appointed Directors. In addition to the *ex-officio* directors, there shall be appointed directors on the board of directors, each appointed by the Member. Ordinarily, the Member will appoint as

directors representatives from the School's endowment fund, local clergy and the school/larger community. An employee of or student at the School shall not serve as an appointed director. The board of directors may recommend or the Member may solicit and consider recommendations from the board of directors and others on prospective candidates for appointed directors.

- (3) Honorary Directors. Recognizing that there are individuals with experience and interest in the School who wish to support the Corporation in fulfillment of its mission, but who are not willing or able to assume the responsibility of full membership, the board of directors may include Honorary Directors, appointed from time to time by the Member. The role of an Honorary Director is advisory. An Honorary Director may, but has no obligation to, attend meetings of the board and is not included in the determination of a quorum for the board's transaction of business. The Secretary of the Corporation will endeavor to provide an Honorary Director notice of all meetings of the board of directors as a courtesy only, but failure to give such notice shall have no effect on the matters considered or the actions taken at that meeting. An Honorary Director shall have no rights or obligations imposed on a director generally, whether under these Bylaws, the Corporation's Articles of Incorporation or the Act.

3.3 Terms of Directors.

- (a) The term of an *ex-officio* director shall be for so long as the individual occupies the position in virtue of which he or she serves as director or until removed by the Member. In the event there is a vacancy in the position of an *ex-officio* director, pending the appointment of a successor to that position, the Member may appoint an individual to fill the vacant *ex-officio* directorship on an interim basis.
- (b) The length of the terms of directors appointed to the initial board shall be staggered in order to provide for continuity on the board. Directors on the initial board shall serve for a term of one (1), two (2), or three (3) years, as determined by the Member.
- (c) Except as provided in Section 3.3 (b) above, the term of an appointed director will be three years or until removed by the Member. An appointed director may be reappointed, but shall not be appointed to more than two (2) consecutive three year terms. After a lapse of one year, a former appointed director may be reappointed to the board.

- (d) Except as provided in the Articles of Incorporation or these Bylaws, the term of a director filling a vacancy in the term of an appointed director expires at the end of the unexpired term which such director is filling.
- (e) Despite the expiration of an appointed director's term, the director continues to serve until the director's successor is appointed by the Member, except as provided in Section 3.4 below.
- (f) Except for the initial directors, the appointed directors will be appointed by the Member at or concurrently with the annual meeting of the Member occurring upon or immediately following the expiration of the term(s) of the appointed directors(s), unless the Articles of Incorporation or these Bylaws provide some other time or method of appointment.

3.4 Resignation of Directors.

- (a) A director may resign at any time by delivering written notice to the President and to the Member.
- (b) A resignation is effective when the notice is effective under Section 9 unless the notice specifies a later effective date.
- (c) Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Member.

3.5 Removal of Directors. The Member may remove one or more of the directors, *ex officio* or appointed (including the entire board of directors) with or without cause in the Member's sole and absolute discretion.

3.6 Board Vacancy.

- (a) If a vacancy occurs on the board of directors, the Member will fill the vacancy.
- (b) A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date under Section 3.4(b) or otherwise, may be filled by the Member before the vacancy occurs, but the new director may not take office until the vacancy occurs.

3.7 Chairperson of the Board of Directors.

- (a) The board of directors may elect a chairperson of the board of directors from among the directors. The chairperson will preside at all meetings of the board of directors and will perform other duties prescribed by the

board of directors. The board of directors may also elect a vice chairperson to serve in the absence of the chairperson.

- (b) Ordinarily, the chairperson of the board of directors will be an appointed director.
- (c) Except for the initial chairperson, the chairperson will be elected by the board of directors at a meeting held immediately after the annual meeting of the Member. The term of the chairperson will be one year. The chairperson may be reappointed by the board of directors.

SECTION 4: MEETINGS AND ACTION OF BOARD

4.1 Regular and Special Meetings.

- (a) If the time and place of a directors' meeting is fixed by these Bylaws or is regularly scheduled by the board of directors, the meeting is a regular meeting. All other meetings are special meetings.
- (b) The board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which either of the following occurs:
 - (1) all directors participating may simultaneously hear or read each other's communications during the meeting; or
 - (2) all communications during the meeting are immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors.
- (c) If a meeting is conducted through the use of any means described in Section 4.1(b):
 - (1) all participating directors must be informed that a meeting is taking place at which official business may be transacted; and
 - (2) a director participating in the meeting by this means is deemed to be present in person at the meeting.

4.2 Action Without Meeting.

- (a) Action required or permitted by the Act to be taken at the board of directors' meeting may be taken without a meeting if the action is taken by all members of the board of directors. The action must be evidenced

by one or more written consents, including consents given by electronic means (e.g., fax, email), describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken.

- (b) Action taken under this Section 4.2 is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date.
- (c) A consent signed under this Section 4.2 has the effect of a meeting vote and may be described as such in any document.

4.3 Call and Notice of Meetings.

- (a) Regular meetings of the board may be held with reasonable notice of the date, time, place and purpose of the meeting.
- (b) Special meetings of the board must be preceded by at least two days' notice to each director of the date, time, place and purpose of the meeting.
- (c) The presiding officer of the board, the president or 50 percent of the directors then in office may call and give notice of a meeting of the board.

4.4 Waiver of Notice.

- (a) A director may at any time waive any notice required by the Act, the Articles of Incorporation or these Bylaws. Except as provided in Section 4.4(b), the waiver must be in writing, must be signed by the director entitled to the notice, must specify the meeting for which notice is waived and must be filed with the minutes or the corporate records.
- (b) A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director, at the beginning of the meeting, or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

4.5 Quorum and Voting.

- (a) A quorum of the board of directors consists of a majority of the fixed number of directors.

- (b) If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present when the act is taken is the act of the board of directors unless the Articles of Incorporation or these Bylaws require the vote of a greater number of directors. A director is considered present regardless of whether the director votes or abstains from voting.
- (c) A director who is present at a meeting of the board of directors or a committee of the board of directors when corporate action is taken is deemed to have assented to the action taken unless:
 - (1) the director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting the business at the meeting; or
 - (2) the director's dissent or abstention from the action taken is entered in the minutes of the meeting.

4.6 Committees. Committee structure, duties and membership shall be determined by the board of directors subject to the following provisions.

- (a) Standing Committees. There shall be standing committees of the board of directors including but not limited to: finance, buildings and grounds committee; mission and accreditation committee; marketing and development committee; and an executive committee. The board of directors shall establish the initial standing committees as soon as is reasonably practicable.
- (b) Additional Committees. The board of directors may, from time to time, create one or more additional committees to offer advice and counsel to the board, the President or, upon request, the Member. Absent an express written grant of authority by the board of directors, such committees shall be advisory only and shall not have the power or authority in any way to bind the Corporation. If the board of directors grants authority to a committee to bind the Corporation or otherwise exercise authority within the prerogatives of the board, the committee shall consist entirely of directors.
- (c) A member of the board of directors shall chair or serve on each committee as a liaison with the board. Advisory committees of the board may include persons who are not directors of the Corporation.

SECTION 5: STANDARDS OF CONDUCT

5.1 General Standards for Directors.

- (a) A director must discharge the duties of a director, including the director's duties as a member of a committee:
 - (1) in good faith;
 - (2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
 - (3) in a manner the director reasonably believes to be in the best interests of the Corporation.
- (b) A director will not be deemed to be a trustee with respect to the Corporation or with respect to any property held or administered by the Corporation, including without limit, property that may be subject to restrictions imposed by the donor or transferor of such property.

5.2 Director Conflict of Interest. The board of directors will adopt a policy concerning matters involving an actual or potential conflict of interest between the director and the Corporation in accordance with ORS 65.361, or any successor statute.

SECTION 6: OFFICERS

6.1 Required Officers.

- (a) The Corporation must have a president and a secretary, and will have such other officers as are elected or appointed by the board or by any other person as may be authorized in the Articles of Incorporation or these Bylaws.
- (b) For purposes of ORS 65.371, the president of the Corporation shall be the Chief Administrator of the School, and shall have all rights, responsibilities and authority afforded to and imposed upon a president of an Oregon nonprofit corporation, subject to such limitations or qualifications as are set forth in these Articles of Incorporation, the Corporation's Bylaws, or any resolution duly adopted by the Corporation's board of directors.
- (c) The same individual may simultaneously hold more than one office in the Corporation.

6.2 Duties and Authority of Officers. Each officer has the authority and will perform the duties set forth in these Bylaws, or to the extent consistent with these

Bylaws, the duties and authority prescribed by the board of directors or by direction of an officer authorized by the board of directors to prescribe the duties of other officers. Nothing here shall, or is intended to, affect or limit the ecclesiastical relationship between the Archbishop (or the Archdiocese) and the School, which relationship shall be governed pursuant to Canon Law, and the doctrines, teachings, traditions and polity of the Roman Catholic Church.

6.3 Standards of Conduct for Officers.

An officer must discharge the officer's duties:

- (a) in good faith;
- (b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- (c) in a manner the officer reasonably believes to be in the best interests of the Corporation.

6.4 Removal of Officers. The board of directors may remove the Secretary at any time with or without cause. The Member may remove the President at any time, with or without cause.

6.5 Contract Rights of Officers.

- (a) The appointment of an officer in itself creates neither contract rights nor an employer-employee relationship (or any rights or responsibilities incident thereto).
- (b) Removal or resignation of an officer does not affect the contract rights, if any, of the Corporation or the officer.

6.6 President. The President will supervise, direct, and control the affairs of the Corporation, and will perform all duties commonly incident to the office of president of a corporation and other duties prescribed by the Member or the board of directors, in all respects to the extent consistent with Canon Law and the doctrines, teachings, traditions, and polity of the Roman Catholic Church.

6.7 Vice Presidents. The board of directors may appoint one or more vice presidents. If appointed, the vice president will perform the duties of the president if the president dies or becomes incapacitated. Each vice president also will perform all duties commonly incident to the office of vice president and other duties prescribed by the board of directors or an authorized officer.

6.8 Treasurer. The board of directors may appoint a treasurer. If appointed, the treasurer will:

- (a) have general charge of and be responsible for all funds and securities of the Corporation;
- (b) receive and give receipts for monies due and payable to the Corporation from any source and deposit the monies in the name of the Corporation in banks, trust companies, or other depositories selected by the board of directors or an authorized officer; and
- (c) perform all duties commonly incident to the office of treasurer and other duties prescribed by the board of directors or an authorized officer.

6.9 Secretary. The secretary will:

- (a) prepare minutes of the directors' and Member's meetings and authenticate records of the Corporation;
- (b) ensure that all notices by the Corporation under the Act, the Articles of Incorporation or these Bylaws are given;
- (c) keep and maintain the records of the Corporation specified in ORS 65.771(1) and (5); and
- (d) perform all duties commonly incident to the office of secretary and other duties prescribed by the board of directors or an authorized officer.

SECTION 7: INDEMNIFICATION

7.1 Indemnification. The Corporation will defend and indemnify an individual made a party to a proceeding because the individual is or was a Member, director (including an Honorary Director) or officer against liability incurred in the proceeding to the extent permitted by and in accordance with the Act.

7.2 Advance for Expenses. To the extent permitted by and in accordance with the Act, the Corporation will pay for or reimburse the reasonable expenses incurred by a Member, director (including an Honorary Director) or officer who is a party to a proceeding in advance of final disposition of the proceeding.

7.3 Non-Exclusivity of Rights. The indemnification and provisions for advancement of expenses provided in this Section 7 will not be deemed exclusive of any other

rights to which directors (including Honorary Directors) officers, employees or agents may be entitled under the Articles of Incorporation or these Bylaws, any agreement, general or specific action of the board of directors, vote of Member or otherwise, and will continue as to a person who has ceased to be a director, officer, employee or agent and will inure to the benefit of the heirs, executors and administrators of such a person.

7.4 Savings Provisions. The repeal of a provision of this Section 7 does not affect:

- (a) the operation of the provision or any action taken under it before its repeal;
or
- (b) any ratification, right, remedy, privilege, obligation or liability acquired, accrued or incurred under the provision before its repeal.

7.5 Severability. If any provision of this Section 7 or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the invalidity does not affect other provisions or applications of this Section 7 that can be given effect without the invalid provision or application, and to this end the provisions of this Section 7 are severable.

7.6 Contract Right. All rights to indemnification under this Section 7 are contract rights that cannot be amended to retroactively reduce a director's or officer's rights under this Section 7.

SECTION 8: AMENDMENT OF BYLAWS BY THE DIRECTORS AND THE MEMBER

8.1 Amendment or Repeal by the Directors. The board of directors may amend or repeal these Bylaws:

- (a) only with the prior written consent of the Member;
- (b) except to the extent the Articles of Incorporation or these Bylaws reserve this power exclusively to the Member, in whole or in part; or
- (c) unless the Member, in amending or repealing a particular bylaw, provides expressly that the board of directors may not amend or repeal that bylaw.

8.2 Amendment or Repeal by the Member. The Member may amend or repeal these Bylaws without any action or the concurrence of the board of directors, even though

these Bylaws may also be amended or repealed by the board of directors pursuant to Section 8.1 above.

SECTION 9: NOTICE

- 9.1 Oral or Written Notice.** Notice may be oral or written unless otherwise specified for a particular kind of notice.
- 9.2 Methods of Notice.** Notice may be communicated in person, by telephone, telegraph, teletype or other form of wire, wireless or electronic communication, or by mail or private carrier mailed to the address stated in Section 9.5 below.
- 9.3 Written Notice by the Corporation to Member.** Written notice by the Corporation to the Member, if in a comprehensible form, is effective when mailed if it is mailed postpaid and is correctly addressed as provided in Section 9.6(a) below.
- 9.4 When Oral Notice is Effective.** Oral notice is effective when communicated if communicated in a comprehensible manner.
- 9.5 When Written Notice is Effective.** Except as provided in Section 9.3, personal written notice, if in a comprehensible form, is effective at the earliest of the following:
- (a) when received;
 - (b) five days after its postmark, if mailed by United States mail correctly addressed and with first class postage affixed;
 - (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee;
 - (d) thirty days after its deposit in the United States mail if mailed correctly addressed and with other than first class, registered or certified postage affixed; or
 - (e) the date specified by the Articles of Incorporation or these Bylaws with respect to notice to directors.
- 9.6 When Written Notice is Correctly Addressed.**
- (a) Unless otherwise so notified pursuant to this Section 9, written notice is

correctly addressed to the Member if addressed to the principal place of business of the Archdiocese as shown in the then current records of the Oregon Secretary of State Corporation Division.

- (b) Written notice is correctly addressed to the Corporation if addressed to its registered agent or, if none is of record, to the Corporation's principal office shown in the then current records of the Oregon Secretary of State Corporation Division.
- (c) Written notice is correctly addressed to a director if addressed to the director's last known address appearing in the records of the Corporation.

SECTION 10: MISCELLANEOUS

- (a) Any matter not specifically addressed herein shall be governed by the Act.
- (b) Notwithstanding anything herein to the contrary, the Corporation may enter into certain agreements with the Archdiocese and/or various of its affiliates to support the Corporation in the management of its business and affairs.

SECTION 11: DEFINITIONS

All terms used in these Bylaws that are defined in the Articles of Incorporation of the Corporation or the Act will have the meanings ascribed to them in the Articles of Incorporation or the Act.

These Bylaws were adopted by the
Incorporator of the Corporation effective
July 1, 2008

Secretary