

**AMENDED AND RESTATED BYLAWS OF
THE CENTRAL CATHOLIC HIGH SCHOOL OF WEST POINT, NEBRASKA**

**ARTICLE 1
NAME AND PRINCIPAL OFFICE**

1.1 Name. The name of this corporation shall be changed to **Guardian Angels Central Catholic.**

1.2 Principal Office. The principal office for the transaction of the business of this corporation shall be at 419 East Decator Street, West Point, Nebraska 68788.

**ARTICLE 2
PURPOSES AND PHILOSOPHY**

2.1 Purposes. The purposes for this corporation are as enumerated in its Amended and Restated Articles of Incorporation, and include, among other purposes: (i) to conduct an institution for education of students in grades pre-kindergarten through twelve known as Guardian Angels Central Catholic (the "School") in accordance with the express religious teachings and beliefs of the Roman Catholic Church; (ii) to maintain and operate properties and facilities and (iii) to fulfill the established religious purposes and activities inherent in the mission of education of the Archdiocese of Omaha.

2.2 Philosophy. This corporation shall conduct its activities in a manner which is consistent with and supportive of the mission and doctrines of the Roman Catholic Church.

**ARTICLE 3
BOARD OF DIRECTORS**

3.1 Powers. Subject to the reserved rights set forth in these Amended and Restated Bylaws, the activities and affairs of this corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of its board of directors (hereafter, "Board of Directors"). Without limiting the generality of the foregoing, the Board of Directors shall have the responsibility for:

- a. Establishing mission, vision, values, long-range goals, and the annual action plan objectives in support of the strategic plan in areas of curriculum, development, enrollment, facilities, faith, finance, staffing, and technology.
- b. Approving administrative policies proposed by the President for the operation of the School, which are in accordance with the philosophy and management of the School.
- c. Reviewing fundraising; setting tuition; approving the annual budget; reviewing levels of tuition assistance; and authorizing and reviewing auditor reports.

- d. Reviewing alumni relations and events, student recruitment, and marketing.
- e. Determining goal achievement of President, completing the President's annual review and salary recommendation, evaluating mission effectiveness, reviewing by-laws, and making recommendations for changes.
- f. Selecting members of the board of directors and committees; electing officers, subject to the Archbishop's right to approve of the President and Chairperson; and being responsible for the hiring and removal of the School President pending approval of the Archbishop.
- g. Formally supporting the School's annual fund, capital campaigns, pledging to consider a legacy gift to the School, and other fundraising activities of the School.

3.2 Number. The number of Directors of this corporation, excluding those ex officio Directors without voting rights, shall be nine (9).

3.3 Election of Directors. The election and requirements regarding Directors shall be as follows:

- a. In a given year, there will be three (3) new Directors elected. Nominees for the Board shall be elected as follows. Two (2) Directors shall be elected by majority vote of the parishioners of the parishes identified in Article III of the Amended and Restated Articles of Incorporation. One (1) Director shall be elected by the current Board membership in effect. The newly elected Directors shall take office on the succeeding July 1st. The term of a Director shall be for three (3) years.
- b. A Board member may not serve more than two (2) consecutive three-year terms without a one-year lapse in membership before being eligible for re-election to the Board, except when special consideration is extended by the Governance Committee of the Board.
- c. Any Director may be removed, with or without cause, before completion of a term when a Director is absent for three consecutive meetings or upon a majority vote of the Board when the Board believes such revocation to be in the best interests of the Board and the School.
- d. Vacancies on the Board shall be filled for the unexpired term by recommendation of the Governance Committee and a majority vote of the membership of the Board.
- e. Members of the Board shall be drawn from Alumni and/or people from the community at large, parents, and business persons with diverse gifts and talents in the areas of finance, policy, education and spirituality.

3.4 Ex Officio Directors. The President of this corporation shall serve on the Board as an ex officio Director without voting rights for as long as he or she holds the office of President. The Pastor of The Church of the Assumption of the Blessed Virgin Mary also shall be an ex officio Director without voting rights.

3.5 Annual Meeting. The annual meeting of the Board shall be held during June each year, at such time and place as the Chairperson of the Board shall designate by written notice or email to the Directors. The annual meeting may be held at the same time as a regular meeting.

3.6 Regular Meetings. Regular meetings of the Board shall be held without call, at least ten (10) times during each year, at a time prescribed by the Chairperson of the Board, at the principal office of this corporation or at any other place which shall be designated from time to time by resolution of the Board or by the written consent of all the Directors. Notice of regular meetings shall not be required.

3.7 Special Meetings. Special meetings of the Board for any purpose whatsoever may be called at any time by the Chairperson of the Board or by the President or upon request by thirty percent of the Board members. The Archbishop may also call a special meeting of the Board. Notice of any special meeting of the Board shall be sufficient if mailed first class four (4) days prior to the meeting or delivered personally or by telephone or by email no less than forty-eight (48) hours prior to the meeting. Such notice shall include the purpose(s) for which the special meeting is called.

3.8 Quorum. A majority of the Directors with voting rights then serving shall constitute a quorum for the transaction of business at any meeting of the Board.

3.9 Voting. Unless the vote of a greater number is required by these Amended and Restated Bylaws, the Amended and Restated Articles of Incorporation or by law, the following will constitute the act of the Board of Directors: (i) if a quorum is present, the affirmative vote of at least a majority of the Directors present; or (ii) if a quorum was initially present but enough Directors then withdraw to leave less than a quorum, the affirmative vote of at least a majority of the original quorum. Proxy voting is not permitted.

3.10 Action Without Meeting by Written Consent. Any action required or permitted to be taken by the Board may be taken without a meeting, if all Directors shall individually or collectively consent in writing to such action. The written consent shall be filed with the minutes of the proceedings of the Board. Action by written consent shall have the same force and effect as a live vote of the Board.

3.11 Telephonic Meetings. Directors may participate in a meeting through use of a conference telephone, video conference, or similar communications equipment so long as all Directors participating in such meeting can simultaneously hear one another. Participation in a meeting pursuant to this paragraph constitutes presence in person at such meeting, and meetings so held shall constitute the valid action of the Board, provided that the other requirements of this Article 3 are met with respect to such meeting.

3.12 Executive Sessions. Any Board member may request Executive session for any purpose, including, without limitation, for the purpose of maintaining the confidentiality or the privacy of the matter or matters to be discussed. Any Executive session shall only be available for Board members. Non-Board persons shall only be permitted to attend and/or participate in an Executive Session with the prior approval of the Chairperson. The Board is authorized to conduct and approve any matters in Executive session that the Board would otherwise be authorized to conduct and approve outside of Executive session.

3.13 Presentation by Non-Board Members. Meetings of the Board shall be open to members of the Guardian Angels Central Catholic's community who are not Board members ("Non-Board GACC Persons"). Non-Board GACC persons may address the Board provided (a) he/she has submitted a written request to the Chairperson seven (7) days in advance of the scheduled meeting, describing the nature of his/her presentation in advance of the meeting, and (b) the presentation has been approved by the President and the Chairperson. The Chairperson has the right to limit, among other items, length of presentation and the number of people to be recognized.

ARTICLE 4 RESERVED RIGHTS AND RESPONSIBILITIES

All actions of the Board are subject to amendment, clarification and/or veto power of the Archbishop. The following powers of the corporation and actions relating to the management of the affairs of the corporation are specifically reserved to and may be exercised only by the Archbishop:

- a. The appointment of the Catholic School's President.
- b. Oversight of all programming, hiring, and management practices to ensure they reflect a positive support of Catholic teachings.
- c. Approval of any change of purpose of the corporation.
- d. Approval of all employment decisions and terms for the School President and approval of the appointment of the Chairperson.
- e. Final approval of any amendments to the Articles of Incorporation and Bylaws of the corporation.
- f. Approval of major fundraising campaigns exceeding \$500,000, excluding annual giving campaigns.
- g. Approval of any debt, whether secured by the property, revenues, or other assets of the corporation, or unsecured.
- h. Approval of the purchase, sale, mortgage, or lease of real property which constitutes a portion of the assets of the corporation; or the sale, assignment, or other disposition of all or a material portion of the assets of the corporation.

- i. Approval of any plan of dissolution, merger, consolidation, or liquidation of the corporation.

Resources of the Archdiocese, including the Catholic School's Office, will continue to be available to support the corporation.

ARTICLE 5 OFFICERS

5.1 Officers. The officers of this corporation ("Corporate Officers") shall be a Chairperson of the Board ("Chairperson"), a Vice Chairperson of the Board ("Vice Chairperson"), the President, the Treasurer, a Secretary, and such other officers as the Board of Directors may from time to time determine. The same person may hold any number of offices, except that the Secretary may not serve concurrently as the President or Chairperson of the Board. As a general matter, and unless otherwise approved by the Board, an individual elected to serve as a Vice-Chairperson will become the Chairperson upon the end of the Chairperson's term.

5.2 Election, Terms of Office of Corporate Officers.

- a. **Election.** The corporate officers shall be elected by the Board of Directors at the Annual Meeting; provided, however, the President's election shall be subject to approval by the Archbishop.
- b. **Term.** The term of office for the Chairperson of the Board, the Vice Chairperson, the Secretary, and Treasurer shall be one (1) year, not to exceed a maximum of three (3) years, beginning on the date of the Board's meeting at which he or she is elected. The term of the President shall be for an indefinite period as more specifically defined in applicable provisions herein.

5.3 Removal. Subject to the rights reserved to the Archbishop as set forth in Article 4 with respect to the President, any corporate officer may be removed by a majority of the Board whenever, in its judgment, the best interests of this corporation will be served thereby, or the corporate officer is absent from three consecutive meetings.

5.4 Vacancies in Corporate Offices. The Board may fill a vacancy in a corporate officer position that is vacated due to death, resignation, removal, disqualification, or other reason.

5.5 Chairperson. The Chairperson must be a Director with full voting power. He or she shall direct the business of the Board and shall preside at all meetings of the Board. The Chairperson shall appoint committee chairpersons. The Chairperson shall have such other powers as the Board or these Amended and Restated Bylaws may prescribe. The Chairperson and President shall prepare the agenda for the meetings of the Board.

5.6 Vice Chairperson. In the absence or disability of the Chairperson, the Vice Chairperson, who must be a full voting power Director, shall perform all the duties of the Chairperson, and when so acting, shall have all of the powers of and be subject to all the restrictions

upon the Chairperson. The Vice-Chairperson shall have such other powers and perform such other duties as may be prescribed from time to time by the Board or the Chairperson. As a general matter, and unless otherwise approved by the Board, an individual elected to serve as a Vice-Chairperson will become the Chairperson upon the end of the Chairperson's term.

5.7 President. The President of this corporation shall be its chief executive officer and the representative of the Board of Directors in the day-to-day management of the School. He or she shall be delegated the authority to operate the School in all its activities and departments, including developing and implementing a strategic plan for both short-range and long-range planning; subject to these Amended and Restated Bylaws and under the direction of the Board of Directors as a whole or through Board Committees to which the Board has delegated authority for a particular action.

5.8 Responsibilities of the President. The responsibilities of the President shall include but not be limited to: (i) implementing the policies established by the Archdiocese or the Board of Directors; (ii) executing any deeds, mortgages, bonds, contracts, or other instruments, as authorized by the Board of Directors and subject to the rights reserved to the Archbishop; (iii) developing short and long range plans; (iv) developing and implementing a strategic plan for both short-range and long-range planning; (v) preparing annual operating and capital budgets; (vi) developing personnel policies and procedures; (vii) employing qualified personnel, maintaining control of such personnel, and dismissing, as necessary, personnel who do not meet established standards; (viii) directly supervising and evaluating the School principals; (ix) maintaining the physical properties in good state of repair and operation; (x) supervising business and professional affairs; (xi) supervising development and advancement activities such as special events, marketing, recruitment, alumni relations, the annual fund, and capital campaigns; (xii) reporting to the Board periodically regarding the School's professional services and financial status; (xiii) overseeing all financial accounts associated with the school, not including the 3 endowment accounts; and (xiv) exercising and performing all duties incident to the office of President and such further duties as prescribed from time to time by the Archbishop and/or the Board of Directors.

5.9 Secretary. The Secretary, who must be a Director, shall: (i) keep the minutes of all meetings of the Board, (ii) ensure that all notices are duly given in accordance with the provisions of these Amended and Restated Bylaws or as required by law, (iii) have charge of and preserve all the records of the Board, and (iv) in general, perform all of the duties incident to the office of Secretary, subject to the control of the Board.

5.10 Treasurer. The Treasurer will serve as the chairperson of the Finance Committee and will advise and guide the Finance Committee on issues of budgeting, auditing, and reporting financial performance.

5.11 Duty to Support Mission. Each Director and Officer of this corporation shall adhere to the highest standards of ethical and moral conduct in carrying out his or her duties for this corporation, and shall act, in all respects, in the best interest of this corporation and shall fully support its mission and philosophy. Annually, each Director will complete a conflict of interest statement which will be maintained by the Secretary. Failure of any officer of this corporation to adhere to such standards or support such mission and philosophy may be grounds for his or her

removal or termination in accordance with these Amended and Restated Bylaws.

ARTICLE 6 COMMITTEES

6.1 Committees of the Board. The Board may, by resolution adopted by a majority of the Directors, designate one or more committees to serve at the pleasure of the Board. Committees of the Board shall have such authority as is given them in the authorizing resolution or these Amended and Restated Bylaws. Except as otherwise provided in these Amended and Restated Bylaws, the members of the committee and the committee chairperson may, but need not be, Directors. Committees may perform some of their functions through subcommittees; provided, however, that such subcommittees shall comply with policies which require full committee review and approval of certain subcommittee actions.

6.2 Standing Committees. There shall be three Standing Committees of the Board: the Executive Committee, the Governance Committee, and the Finance Committee. Other committees may be added at the discretion of the Chairperson. Each committee will be chaired by a Board member. The role and responsibility of these Committees is as follows:

- a. **The Executive Committee** shall consist of the Chairperson, the Vice-Chairperson, the Treasurer, the Secretary and such other Directors as the Chairperson may determine. The President shall be an ex-officio member of the Executive Committee.
 - i. The Executive Committee shall ordinarily have the authority to transact all business of the Board during the intervals between the meetings of the Board.
 - ii. Major Executive Committee decisions must receive subsequent approval of the full membership of the Board at its next regular or special meeting.

- b. **The Governance Committee.** The Governance Committee shall consist of the Chairperson, the President, and such other members as the Chairperson and President shall so appoint. The purpose of the Governance Committee is to provide a formal structure and establish an ongoing process for the identification, cultivation, selection, orientation, performance evaluation, and recognition of the Directors. The Governance Committee shall present to the Board candidates for election to the Board by the Board as well as a slate of candidates for Chairperson, Vice-Chairperson, Secretary, and Treasurer. The Governance Committee also shall identify candidates for election to the Board by the parishes identified in Article III of the Amended and Restated Articles of Incorporation. The Committee shall also submit an annual report to the Board of the Committee's assessment of the effectiveness of the Board operations and to recommend means for improvement. Each member of

the Board shall be encouraged to identify and recommend prospective Board members to the Governance Committee.

- c. **The Finance Committee.** The Finance Committee is comprised of the President, the Treasurer, one School Board Member, and other members as selected by the Chair and the President.
 - i. The Finance Committee will review the financial condition of the corporation, will assist the school administration with review of personnel salaries and benefits, buildings and grounds, and insurance. It will also review monthly financial statements, including balance sheet, profit and loss statements and cash flow, etc., and will assist in the preparation of annual budgets, review annual audits, and provide reports to the full Board on all financial matters. In addition to the annual budget, any financial obligation or unbudgeted expenditure of more than \$50,000.00 shall be approved by a vote of the Board and, if more than \$75,000.00, be subject to final approval by the Archbishop.
 - ii. The Finance Committee will advise and assist the President of the School on any pertinent issues which may arise.
- d. **Special Committees** may be appointed by the President or the Chairperson for such special tasks as circumstances warrant.

6.3 Vacancies. The Chairperson of the Board may fill vacancies on any committee for the unexpired portion of the term.

6.4 Quorum. A majority of members of a committee shall constitute a quorum and transaction of a committee shall require a majority vote of the committee members present at a meeting at which a quorum is present. Except as otherwise provided in these Amended and Restated Bylaws, each member of a committee, including the person presiding at the meeting, shall be entitled to one (1) vote.

ARTICLE 7 RECORDS AND REPORTS

7.1 Maintenance of Articles and Bylaws. This corporation shall keep at its principal office a copy of its Amended and Restated Articles of Incorporation and these Amended and Restated Bylaws, as amended to date.

7.2 Maintenance of Other Corporate Records. Minutes of proceedings of the Board or committees of the Board shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed or printed form.

7.3 Annual Report. This corporation shall provide to the Directors and the Archbishop, within one hundred twenty (120) days after the close of its fiscal year, a report that shall include, but not be limited to, the following information in reasonable detail: (i) the manner in which this corporation's mission and philosophy conformed to the mission and philosophy of the Archdiocese of Omaha; (ii) the assets and liabilities of this corporation as of the end of the fiscal year; (iii) the principal changes in assets and liabilities during the fiscal year; (iv) the revenue or receipts of this corporation, both unrestricted and restricted to particular purposes, for the fiscal year; (v) the expenses or disbursements of this corporation, for both general and restricted purposes, during the fiscal year; and (vi) any other information required by the Board or the Archbishop .

7.4 Auditor's Report. An audited financial statement of this corporation shall be prepared once every three(3) years by a firm of independent public accountants selected by the Board.

7.5 Confidentiality. Except as otherwise publicly disclosed, or in order to appropriately conduct this corporation's business, the records and reports of this corporation shall be held in confidence by those persons with access to them.

ARTICLE 8 INDEMNIFICATION

8.1 Indemnification of Officers and Directors. The corporation shall indemnify an individual who is a party to a proceeding because the individual is a Director or Officer against liability incurred in the proceeding if:

- a. The Director or Officer conducted himself or herself in good faith; and
- b. It is reasonably believed that:
 - (i) In the case of conduct in an official capacity, that his or her conduct was in the best interests of the corporation; and
 - (ii) In all other cases, that the Director or Officer's conduct was at least not opposed to the best interests of the corporation; and
 - (iii) In the case of any criminal proceeding, the director or officer had no reasonable cause to believe his or her conduct was unlawful.

8.2 Mandatory Indemnification. The corporation shall indemnify a Director or Officer who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Director or Officer was a party because he or she was a Director or Officer of the corporation against expenses incurred by the Director or Officer in connection with the proceeding.

8.3 Authorization. Any indemnification under Section 8.1, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the Director or Officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 8.1. Such determination shall be made, by the Board of Directors by a majority vote of a quorum consisting of directors with voting rights who were not parties to such action, suit or proceeding, or if such a quorum is not obtainable, by two or more directors not having interest in the proceeding. If neither of the above-referenced approvals are obtainable, such determination shall be made by independent legal counsel in a written opinion.

8.4 Advancement of Expenses. Expenses in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 8.3 upon receipt of any undertaking by or on behalf of the Director or Officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Section 8.4.

8.5 Insurance. This corporation shall provide officers and directors' liability insurance in an amount consistent with the duties and responsibilities granted by these Amended and Restated Bylaws.

8.6 Article 8 Not Inclusive. The indemnification provided by or under this Article 8 shall not be deemed exclusive of any other rights to which those indemnified may be entitled to indemnification under any law or contract.

ARTICLE 9 REVIEW AND REVISION; AMENDMENTS

9.1 Review and Revision. These Amended and Restated Bylaws shall be reviewed periodically by the President in consultation with the Chairperson of the Board of Directors. The Chairperson of the Board of Directors may, in his/her sole discretion, appoint a committee to review these Amended and Restated Bylaws for compliance with applicable law, the objectives of the Catholic Church, and this corporation's Amended and Restated Articles of Incorporation. Any necessary revisions of these Amended and Restated Bylaws shall be made in accordance with Section 9.2 herein.

9.2 Amendments. Amendments of these Amended and Restated Bylaws may be proposed by the Board of Directors, provided that such amendments shall be effective only when adopted by two-thirds vote of the Board of Directors and also approved by the Archbishop.

ARTICLE 10 AFFILIATED ORGANIZATIONS

Subject to approval of the Archbishop, the Board of Directors may authorize the formation of such auxiliary, affiliated and advisory organizations as would, in the opinion of the Board, assist in the fulfillment of the purposes of this corporation. Any organization so authorized shall be

