

**AMENDED AND RESTATED  
BYLAWS OF  
ST. IGNATIUS OF LOYOLA CATHOLIC SCHOOL, INC.**

**ARTICLE I  
Offices**

Section 1. Principal Office. The corporation may have such offices, either within or without the State of Wisconsin, as may be designated from time to time by resolution of the Board of Directors, one of which may be designated as the principal office.

Section 2. Registered Office and Registered Agent. The corporation shall maintain a registered office and registered agent in the State of Wisconsin. The registered office may, but need not be, the same as any of its places of business. The identity and address of the registered agent may be changed from time to time by notifying the Wisconsin Department of Financial Institutions pursuant to the provisions of the Wisconsin Nonstock Corporation Law (the "WNCL"). The registered agent of the Corporation, for the purposes of the State of Wisconsin Department of Financial Institutions, shall be the Chancellor of the Diocese of Green Bay.

**ARTICLE II  
Purposes**

The purposes for which the Corporation is formed are to function as a non-stock and nonprofit corporation under Wisconsin Statutes, chapter 181 and such purposes as are set forth in the Articles of Incorporation.

**ARTICLE III  
Board of Directors**

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors, in accord with the teaching of the Catholic Church and the Code of Canon Law of the Catholic Church as interpreted by the Bishop of the Diocese of Green Bay.

Section 2. Number and Qualifications of Directors.

(a) The number of directors shall be as determined by the Board of Directors from time to time but in no event less than three (3) nor more than eleven (11) and shall serve for the term provided in Section 3 of this Article. No amendment of this section shall reduce the number of directors to less than the number required by the WNCL, which at the time of adoption of these bylaws is three (3).

(b) Directors shall be selected for their leadership and their knowledge of the religious, educational, charitable, cultural, and civic aspects of their communities as well as the Diocese of Green Bay as a whole. Directors need not be residents of the State of Wisconsin.

(c) Ex Officio Directors. The occupants of the offices hereinafter specified: the Pastor or, if there is no Pastor, the Parish Administrator or the Parish Director of each subsidizing parish of St. Ignatius of Loyola Catholic School, Inc., the parish trustees from each subsidizing parish of St. Ignatius of

Loyola Catholic School, Inc., the Superintendent of Schools of the Diocese of Green Bay or, if the position of the Superintendent of Schools of the Diocese of Green Bay is vacant, the Director of Education of the Diocese of Green Bay, and the Chairperson of the Board of Trustees of St. Ignatius of Loyola Catholic School, Inc. shall be Directors, and shall therefore be *ex officio* members of the Board of Directors during their tenure in said offices. These *ex officio* directors have voting rights, and shall be included in the total number of directors authorized in subsection (a) above.

(d) Elected Directors. There shall be no elected directors.

Section 3. Annual Meeting. The annual meeting of the Board of Directors shall be held each year, at such time and place as the Board of Directors may determine, for the purpose of electing officers and transacting such other business as may come before the meeting.

Section 4. Regular Meetings. The Board of Directors may provide by resolution for regular or stated meetings of the Board, to be held at a fixed time and place, and upon the passage of any such resolution such meetings shall be held at the stated time and place without other notice than such resolution.

Section 5. Special Meetings. Special meetings of the Board of Directors may be held at any time and place for any purpose or purposes, unless otherwise prescribed by the WNCL, on call of the Chairperson and shall be called by the Secretary on the written request of any three (3) of the directors.

Section 6. Meetings By Telephone or Other Communication Technology.

(a) Any or all directors may participate in a regular or special meeting or in a committee meeting of the Board of Directors by, or conduct the meeting through the use of, telephone or any other means of communication by which either: (i) all participating directors may simultaneously hear each other during the meeting or (ii) all communication during the meeting is immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating-directors.

(b) If a meeting will be conducted through the use of any means described in subsection (a), all participating directors shall be informed that a meeting is taking place at which official business may be transacted. A director participating in a meeting by any means described in subsection (a) is deemed to be present in person at the meeting.

Section 7. Notice and Waiver of Notice.

(a) Notice. Notice of the date, time and place of any annual or special meeting shall be given by oral or written notice delivered personally to each director at least twenty-four (24) hours prior thereto, or by written notice given by other than personal delivery at least forty-eight (48) hours prior thereto. Notice shall be given in one of the methods described in Article IV hereof. The purpose of and the business to be transacted at any special meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

(b) Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of the WNCL or under the provisions of the Articles of Incorporation or Bylaws of the corporation, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 8. Quorum. A majority of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 9. 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 the WNCL, or the Articles of Incorporation or Bylaws of the corporation, provided that no act of the Board of Directors shall be effective if the Chairperson of the Board and the Vice-Chairperson of the Board do not cast their vote with the majority.

Section 10. Action by Written Consent of Directors. Any action required by the Articles of Incorporation or Bylaws of the corporation, or any provision of the WNCL, to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the Board taken at a meeting.

Section 11. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless such director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent, by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 12. Compensation. Directors of the corporation shall not receive compensation for serving as directors or for providing other personal services to the corporation. However, directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors.

Section 13. Committees. The Board by resolution may create committees having such powers as are then permitted by the WNCL and as are specified in the resolution.

(a) Executive and Other Committees. The Board of Directors by resolution may create an executive committee or one or more other committees, each consisting of three or more directors designated by the Board of Directors, having such powers and duties, not inconsistent with subsection (b) hereof or any existing delegation of powers to a committee of directors, as may be provided in the resolution creating such committee as initially adopted or as thereafter supplemented or amended by further resolution adopted by similar vote. Upon nomination by the Chairperson of the Board, the Board of Directors may designate persons who are not directors to serve as non-voting members of any such committee with the exception of the Executive Committee. Additionally, the Executive Committee shall have and may exercise, when the Board of Directors is not in session, all of the powers of the Board of Directors in the management of the business and affairs of the corporation.

(b) Non-delegable Powers: Alternative Members: Rules of Committees. No committee of directors shall be empowered to act in lieu of the entire Board of Directors in respect to election of officers or the filling of vacancies on the Board or on committees of directors created pursuant to this Section 17. All members of the Board of Directors who are not members of a given committee shall be alternate members of such committee and may take the place of any absent member or members at any meeting of such committee, upon request of the Chairperson of the Board or the Chairperson of such meeting. Each committee of directors shall fix its own rules governing the conduct of its activities, not inconsistent with rules promulgated by the Board of Directors, and shall make such reports to the Board of Directors of its activities as the Board may request.

(c) Ex Officio Members of Committees. The Chairperson of the Board shall be an *ex officio* voting member of all committees.

Section 14. Conflict of Interest.

(a) Each director shall disclose to the Board of Directors any duality of interest or possible conflict of interest whenever the duality or conflict pertains to a matter being considered by the Board.

(b) Any director having duality of interest or conflict of interest on any matter shall abstain from voting on the matter and shall not be counted in determining the quorum for the vote on the matter. In addition, he or she shall not use his or her personal influence on the matter, but may briefly state his or her position on the matter and may answer pertinent questions from other directors since his or her knowledge may be of great assistance.

(c) The minutes of the meeting involving any such situation shall reflect that a disclosure was made, the abstention from voting, and the quorum situation.

**ARTICLE IV**  
Methods of Giving Notice

Notice of any annual or special meeting of directors, and any other notice required to be given under these Bylaws or the WNCL, may be communicated in person, by telephone, facsimile, email, or by mail or private carrier.

**ARTICLE V**  
Officers

Section 1. Number. The principal officers of the corporation shall be a Chairperson of the Board, who shall be elected by the pastors and parish directors of the subsidizing parishes, a Vice-Chairperson, who serves *ex officio*, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. The Board of Directors may also elect such other officers and assistant officers and agents as may be deemed necessary. The same individual may simultaneously hold more than one office, provided that no individual shall simultaneously hold the offices of Chairperson and Vice-Chairperson. Officers may, but need not, be members of the Board of Directors.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at its annual meeting (other than the Chairperson of the Board and the officers serving *ex officio*). If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each elected officer shall hold office from the close of the annual meeting for a term of one year, or until a qualified successor is elected upon expiration of the term of that officer, or until that officer's death, or until that officer shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors, or a subset thereof, may be removed by the Board of Directors, whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Chairperson of the Board. The Chairperson of the Board shall be chosen from among the pastors and parish directors of the subsidizing parishes by a majority vote of the pastors and parish directors of the subsidizing parishes. If no Pastor or Parish Director receives a majority of votes, the Chairperson shall be appointed by the Bishop of the Diocese of Green Bay for a one-year term. The Chairperson of the Board shall call and, when present, preside at all meetings of the Board of Directors, shall be, *ex officio*, a voting member of all committees of the Board of Directors, and shall be the liaison between the Head of School and the Board of Directors.

Section 6. Vice-Chairperson of the Board. The Vice-Chairperson of the Board shall be the Superintendent of Schools of the Diocese of Green Bay or, if the position of the Superintendent of Schools of the Diocese of Green Bay is vacant, the Director of Education of the Diocese of Green Bay. The Vice-Chairperson of the Board shall, in the Chairperson's absence, preside at all meetings of the Board of Directors.

Section 7. The Secretary. The Secretary shall: (a) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation if one is authorized by the Board of Directors, in which case the Secretary shall see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors.

Section 8. The Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall: (a) have the oversight responsibility for all funds and securities of the corporation, and for moneys due and payable to the corporation from any source whatsoever, including the deposit of such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors.

Section 9. Other Assistants and Acting Officers. The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer so appointed by the Board of Directors shall have the power to perform all the duties of the office to which such person is so appointed to be assistant, or as to which such person is so appointed to act, except as such power may otherwise be defined or restricted by the Board of Directors.

Section 10. Additional Officers. Any additional officer not specified above shall have only such authority, duties and responsibilities as shall be specifically authorized and designated by the Board of Directors.

Section 11. Compensation. With the exception of the Head of School, unless authorized by the Board of Directors, officers of the corporation shall not receive compensation for serving as officers or for providing other personal services to the corporation. However, officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors.

## ARTICLE VI

### Board of Trustees

Section 1. Membership and Constitution. The regular operation of the Corporation shall be delegated by the Corporate Board of Directors to the St. Ignatius of Loyola Board of Trustees. The Board of Trustees shall assist with the administration of the Corporation. The membership of the Board of Trustees is subject to the approval of the Board of Directors. The constitution of the Board of Trustees and any amendments thereto shall also be subject to the approval of the Board of Directors. The Chair of the Board of Trustees shall report to the Board of Directors at the annual meeting of the Board of Directors.

Section 2. Budgets. The Board of Trustees shall prepare the annual operating and capital budgets. The annual operation and capital budgets must be approved by the Board of Directors at the annual meeting of the St. Ignatius of Loyola Catholic School, Inc. The Board of Directors must also approve all extraordinary, non-budgeted, expenses of the school, including any loans.

Section 3. Assistance. The St. Ignatius of Loyola Catholic School, Inc. will regularly use the Diocesan Office of Catholic Schools for assistance in the administration of its business.

Section 4. The Head of School. The Board of Trustees, with the consent and approval of the Board of Directors, may employ a Head of School or Administrator of the St. Ignatius of Loyola Catholic School, Inc. The Head of School or Administrator shall be the chief day-to-day administrator of the school, and shall generally have those duties and responsibilities as may be prescribed by the Board of Trustees.

## ARTICLE VII

### Indemnification

Section 1. Mandatory Indemnification. The corporation shall, to the fullest extent permitted or required by Sections 181.0871 to 181.0889, inclusive, of the WNCL, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors, Officers and Trustees against any and all Liabilities and advance any and all reasonable Expenses, incurred thereby many Proceeding to which any Director, Officer or Trustee is a Party because such individual is a Director, Officer or Trustee of the corporation. The corporation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors, Officers or Trustees hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Director, Officer or Trustee may be entitled under any written agreement, board resolution, vote of the Members, the WNCL or otherwise. All capitalized terms used in this Article VI and not otherwise defined herein shall have the meaning set forth in Section 181.0871 of the WNCL.

Section 2. Permissive Supplementary Benefits. The Corporation may, but shall not be required to, supplement the foregoing right to indemnification against Liabilities and advancement of Expenses under Section 1 of this Article by (a) the purchase of insurance on behalf of any one or more of such Directors, Officers, Trustees, employees or agents, whether or not the corporation would be obligated to indemnify or

advance Expenses to such Director, Officer, Trustee, employee or agent under Section 1 of this Article, and (b) entering into individual or group indemnification agreements with any one or more of such Directors, Officers or Trustees.

Section 3. Private Foundations. Notwithstanding the foregoing, whenever the corporation is a private foundation as defined in I.R.C. Section 509(a), it shall not make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

#### **ARTICLE VIII**

##### **Fiscal Year**

The fiscal year of the corporation shall end on the last day of June in each year.

#### **ARTICLE IX**

##### **Seal**

The Board of Directors may provide a corporate seal and prescribe the form thereof.

#### **ARTICLE X**

##### **Corporate Acts, Loans, and Deposits**

Section 1. Corporate Acts. The Chairperson of the Board, the Vice-Chairperson of the Board, Secretary, and Treasurer shall have authority to sign, execute and acknowledge on behalf of the corporation, all deeds, mortgages, bonds, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the corporation's regular business, or which shall be authorized by resolution of the Board of Directors. The Secretary of the corporation is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Board of Directors of the corporation, provided, however, that an attestation is not required to enable a document to be an act of the corporation.

Section 2. Loans. No moneys shall be borrowed on behalf of the corporation and no evidence of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Deposits. All funds of the corporation, not otherwise employed, shall be deposited from time to time to the credit of the corporation in such banks, investment firms or other depositories as the Board of Directors may select.



**ARTICLE XI**

Amendments

Section 1. By the Directors. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting thereof.

Section 2. Implied Amendments. Any action taken or authorized by the Board of Directors which would be inconsistent with the Bylaws then in effect but is authorized by affirmative vote of the members, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

**ARTICLE XII**

Employees and Professional Services

The Corporation may employ or retain the professional services of any person or corporation, may hire employees and may establish staff positions as necessary to carry out the business of the Corporation and in furtherance of the pm-poses of the Corporation.

**ARTICLE XIII**

Books and Records of Account

Section 1. Accounting Procedures. The Board of Directors shall establish and implement accounting procedures necessary to comply with generally accepted accounting procedures and practices and the requirements of state and federal laws.

Section 2. Audit and Financial Reports. The accounts and records of the Corporation shall be audited by an independent auditor. The scope of the audit shall be approved by the Board of Directors of the Corporation.

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Certified a true and correct copy of the Bylaws adopted on the 21 day of February, 2023, by the Board of Directors of St. Ignatius of Loyola Catholic School, Inc.