

**Amended and Restated
CONSTITUTION of
The Board of Trustees of
St. Ignatius of Loyola Catholic School, Inc.**

The following is hereby adopted as the Constitution of the Board of Trustees of St. Ignatius of Loyola Catholic School, Inc. (St. Ignatius of Loyola Catholic School).

ARTICLE I - BOARD OF TRUSTEES

1.1 General Powers and Duties. The Catholic Parishes of St. Katharine Drexel; Kaukauna, WI and Holy Cross Parish; Kaukauna, WI are the core parishes/participating parishes of the Corporation. The operation of the St. Ignatius of Loyola Catholic School has been delegated by the Board of Directors to a 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.

1.2 Meeting with Pastors, Parish Directors, or Parish Administrators. The Board of Trustees, the Executive Committee thereof, shall meet with the Pastor(s), Parish Directors, or Parish Administrators of the Catholic Parishes of St. Katharine Drexel; Kaukauna, WI and Holy Cross Parish; Kaukauna, WI at least three times each fiscal year. The subject of each informal meeting shall be, but is not limited to, the Catholic identity of the school system and budget review. Target dates for the meetings shall be set at the annual meeting of the Board of Directors.

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

1.4 Budgets. The Board of Trustees shall recommend to the Board of Directors the annual operating and capital budgets and annual subsidy amounts for each subsidizing parish. The annual operating and capital budgets, as well as the annual subsidy amounts for each parish, must be approved by the Board of Directors at their annual meeting. The Board of Directors must also approve all extraordinary, non-budgeted expenses of the Corporation, including any loans.

1.5 Mission, Planning, Policy, and Operation. The Board of Trustees shall ensure that overall policy is established for the management and operation of the St. Ignatius of Loyola Catholic School which is consistent with the policies of the Catholic Diocese of Green Bay, the Articles of Incorporation, and the Bylaws of the Corporation, as amended or restated, and policies established by the Board of Directors of the Corporation. At all times, the management and operations of the Corporation shall support the mission of the Catholic Diocese of Green Bay in accord with the teachings of the Church and Canon Law as interpreted by the Bishop of Green Bay. The Trustees shall also develop the mission of the St. Ignatius of Loyola Catholic School and recommend it to the Board of Directors for approval as well as develop long-range plans and review system goals and objectives on a regular basis. Other duties of the Board of Trustees are as follows:

1.5.1 To determine, except as otherwise provided by the Articles of Incorporation, the Bylaws, and this Constitution, as amended or restated, who shall be authorized to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, and documents on behalf of the St. Ignatius of Loyola Catholic School.

1.5.2 To submit recommendations to the Board of Directors regarding the sale, lease, or purchase of any real estate and obtaining of major capital financing by means of loans or other methods according to the policy established by the Board of Directors.

1.5.3 To ensure the creation of a fair and workable budget, to review the monthly and annual financial reports, and submit the same to the Board of Directors for their annual meeting.

1.5.4 To ensure the development of the tuition scale and the salary and benefit scale each year and all practices regarding the same.

1.5.5 To approve the school calendar for each new academic year.

1.5.6 To provide for adequate maintenance of all buildings and grounds associated with the St. Ignatius of Loyola Catholic School, unless otherwise provided for by the parishes.

1.5.7 To provide for the acquisition and maintenance of School equipment, supplies, and any and all necessities for the teachers and students of St. Ignatius of Loyola Catholic School.

1.5.8 To engage in fundraising, grant writing, or other revenue-producing activities as may be financially necessary.

1.5.9 To provide for organizations of parents, alumni, boosters, etc., as it sees fit. These organizations are regulated by the Board of Trustees or, if delegated, by the Head of School or Administrator and are directly accountable to these persons. The Board of Trustees shall approve all Constitutions, Bylaws, Charters, and Guidelines of any organization affiliated with the St. Ignatius of Loyola Catholic School. No club or organization has the right to use the name of the St. Ignatius of Loyola Catholic School or any individual school or campus within the corporation without written consent of the Board of Trustees.

1.5.10 To review the annual report of the System President and submit it to the Board of Directors for their annual meeting.

1.5.11 To provide a program for the orientation of new Trustees as well as continuing education for the current Board of Trustees.

1.5.12 To select the candidate for the System President and Head of School from the names proposed by the interviewing/search committee and make the recommendation to the Board of Directors for its approval.

1.5.13 To provide for the periodic performance review of the System President and to recommend to the Board of Directors any contract offer, non-offer, or non-renewal of the contract and salary changes annually, as outlined in the Policies and Procedures.

1.5.14 To propose changes in the Corporate Bylaws and Articles of Incorporation to the Board of Directors and bring to the attention of the Board of Directors items requiring action.

1.6 Diocesan Policies and Regulations. The St. Ignatius of Loyola Catholic School shall be operated and administrated in accord with the policies and regulations of the Diocese of Green Bay and will regularly use the Diocesan Department of Catholic Education for assistance in the administration of its business.

1.7 Compensation. Trustees shall receive no compensation for their services as Trustees, but this shall not restrict the payment of reasonable compensation or expenses to a Trustee when such Trustee renders administrative, professional, or other bonafide service to the Corporation in a capacity other than as Trustee of this Corporation.

1.8 Fiduciary Responsibility. Each member of the Board of Trustees shall serve in a fiduciary capacity and shall not do anything to disqualify the Corporation from federal income tax exemption under Section 501(c)(3) of the Internal Revenue Code.

1.9 Hold Harmless. The Board of Trustees and each of its members individually shall not be liable for any act, neglect, or default of any employee, agent, or representative, nor for anything done or failed to be done in good faith, including, but not limited to errors in judgment, acts done or committed or not done on advice of counsel, or mistakes of fact or law. Furthermore, the Board of Trustees, individually and collectively, shall be included in the Indemnification Clause provided for in Article VII of the Bylaws of the Corporation to the fullest extent allowable by law.

ARTICLE II - TRUSTEE SELECTION, APPOINTMENT, and TERM

2.1 Membership on Board of Trustees. The Board of Trustees shall consist of not more than twelve (12) qualified persons elected to serve as Trustees and having such authority established by the Bylaws of the Corporation and this Constitution. It shall be normative that at no time shall more than 30% of the Board of Trustees be made up of individuals who have a child or children enrolled in any school within the Corporation. The Board of Trustees shall be chosen in accord with the procedures stated herein. Board of Trustees must be members of the Catholic Church in good standing.

2.2 Term. Trustees shall be nominated by the Board of Trustees for election by the Board of Directors and will serve a three-year term. A Trustee may be re-elected as Trustee for a second term of three (3) years, and after two (2) complete terms, the Trustee must leave the Board for a full year before being eligible for re-election to the Board. No Trustee may serve more than six (6) consecutive years on the Board, and any such Trustee must leave the Board for a full year before being eligible for re-election to the Board. Should it become necessary to seat a Trustee mid-term in an effort to comply with transition, the three years will be counted beginning with the following August. In the event that more than one-third of the Board of Trustees' tenure terminates simultaneously, the Board of Directors may extend or shorten terms by Board vote, to balance the Board of Trustees. Resumes for prospective members to the Board of Trustees may be reviewed by a special subcommittee of the Board.

2.3 Vacancy. In the event that a vacancy shall occur as the result of the death, resignation, removal, or incapacity of any Trustee, the Board of Trustees may fill such vacancy by electing a Trustee to complete the unexpired term. Such Trustee shall be approved by the Board of Directors.

2.4 Qualifications. Trustees shall have basic qualifications, personal competency, and an interest in and

knowledge of the operations of the St. Ignatius of Loyola Catholic School, an awareness and understanding of the St. Ignatius of Loyola Catholic School mission, an ability to serve and act without conflicting interests, and a willingness and availability to serve and provide such service to the Corporation and its Board of Trustees as may be required.

2.5 Resignation or Removal from the Board of Trustees. Any Trustee may be removed, with or without cause, at any time by the Board of Directors. Any Trustee may withdraw from the Board by giving written notice of resignation to the Chairperson of the Board of Trustees. The resignation shall be effective immediately upon receipt of such notice, or may be effective upon the date specified in such notice and accepted by the Chairperson.

2.6 Ex-officio Members. Ex-officio non-voting members of the Board of Trustees shall include the St. Ignatius of Loyola Catholic School System President and the St. Ignatius of Loyola Catholic School Director of Business Services. Ex-officio voting members of the Board of Trustees shall include the Pastor, Parish Director, or Parish Administrator of each of the participating parishes of St. Ignatius of Loyola Catholic School.

ARTICLE III - OFFICERS of the BOARD of TRUSTEES

3.1 Officers of the Board of Trustees. The officers of the Board of Trustees shall be at least four (4) in number and shall consist of the Chairperson, Vice Chairperson, Secretary, and Treasurer. The Chairperson of the Committee on Board Membership shall deliver a list of nominees to the Secretary, who shall prepare a ballot containing the names of such nominees and the offices to which they are nominated. Members of the Board of Trustees may submit names of nominees to the offices before the actual voting takes place. Officers must be voting, at-large members of the Board of Trustees, and be in at least their second year of service, if nominated for the office of Chairperson of the Board.

3.2 Election of Officers. The officers shall be elected by the Board of Trustees at its June meeting and shall hold office for a two-year term, or until their successors are duly elected at an annual or special meeting of the Board of Trustees. Officers may be re-elected by the Board of Trustees for a second or third year, but no Trustee shall hold the same office for more than three (3) years. No officer shall hold more than one office at any given time.

3.3 Resignation. Any officer may resign at any time by giving written notice to the Board of Trustees or the Secretary of the Board. Such resignation shall take effect upon the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary or the Board of Trustees.

3.4 Removal from Office. Any officer may be removed from office by the action of a majority of the full Board of Trustees, whenever in their judgment the best interest of the St. Ignatius of Loyola Catholic School will be served thereby. This officer may continue to serve as a Trustee unless the Board decides otherwise.

3.5 Vacancy. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by an existing member of the Board by majority vote of the Board of Trustees, for the unexpired term of the vacancy.

ARTICLE IV - DUTIES of OFFICERS

4.1 Chairperson. The Chairperson shall have such responsibilities and powers as may be delegated by the Board of Trustees and shall at all times be subject to the policies, control, and direction of the Board of

Trustees. The Chairperson may sign and execute any instrument authorized by the Board of Trustees except when the signing and execution thereof have been expressly delegated by the Board of Directors, the Board of Trustees, the Bylaws of the Corporation or by this Constitution to some other office or agent. The Chairperson shall have such other powers and duties as may be prescribed by this Constitution and shall, whenever may be in his/her opinion necessary, prescribe the duties of other officers in a manner not inconsistent with the provision of this Constitution and the directions of the Board of Trustees. The Chairperson shall chair all Board and Executive Committee meetings and shall cause the agenda to be followed. The Chairperson, by virtue of the office, shall be a member of the Board of Directors and shall give a report on the activities of the Board of Trustees at the annual meeting of the Board of Directors, pursuant to the Bylaws.

4.2 Vice-Chairperson. In the absence or disability of the Chairperson, the Vice Chairperson shall perform all the duties of the Chairman, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chairperson. The Vice Chairperson shall have such powers as may be prescribed from time to time by the Board of Trustees, or this Constitution.

4.3 Secretary. The Secretary shall Certify and keep at the central office of the Corporation the original or a copy of this Constitution, as amended or otherwise altered to date. The Secretary shall keep at the central office of the Corporation or such other place as the Board of Trustees may direct, a book of minutes of all meetings of the Board of Trustees and committees thereof, with the time and place of holding, whether regular or special and, how authorized, the notice thereof given, and the names of those present at the meetings. The Secretary shall see that all communications are duly given in accordance with the provisions of this Constitution or as required by law. The Secretary shall be the custodian of the records of the Board of Trustees and shall see that the books, receipts, statements, and all other documents and records required by law are properly kept and filed. The Secretary shall exhibit at reasonable times to any Trustee, upon application, the Constitution and minutes of proceedings of the Board of Trustees and committees thereof of the Board of Trustees. In general, the Secretary shall perform all duties incident to the office Secretary, and such other duties as from time to time may be assigned to him/her by the Board of Trustees. The duties of the Secretary may be delegated by the Trustees to the Head of School of the Corporation and/or other staff members of the Corporation.

4.4 Treasurer. The Treasurer shall oversee the receipt and disbursement of the monies and other property entrusted to the Corporation and keep an account of all monies received and disbursed on behalf of the Corporation. The Treasurer shall be custodian of the financial records of the Corporation and see that the financial books, reports, statements, and all other documents and records required by law are properly kept and filed. In general, the Treasurer shall perform all duties incident to the office Treasurer, and such other duties as from time to time may be assigned by the Board of Trustees. The duties of the Treasurer may be delegated by the Treasurer to the Head of School of the Corporation and/or other staff members of the Corporation.

ARTICLE V - MEETINGS of the BOARD OF TRUSTEES

5.1 Regular Meetings. The Board of Trustees shall meet every month, unless the Trustees approve otherwise, at a time and place established by the Board. The meeting schedule shall be set annually, with any meeting changes to be given with reasonable notice by the Secretary, in any manner expedient (phone, e-mail, regular mail, fax). Unless otherwise specified, all meetings of the Board of Trustees shall be open meetings. The Head of School or Administrator of the Corporation shall attend all meetings of the Board of Trustees as a full participant without vote, unless the Board of Trustees determines that a meeting or portion thereof shall be declared to be an Executive Session.

5.2 Special Meetings. Special Meetings of the Board of Trustees may be called by the Chairman or

Vice-Chairman or upon request of any 3 Directors, provided that 2 days' advance notice is given by U.S. mail, or 1 days' notice by telephone, facsimile, or email to all Trustees.

5.3 Quorum. A simple majority of the Board of Trustees shall constitute a quorum at any duly called meeting of the Board. A quorum must exist before any official business can be transacted.

5.4 Waiver of Notice. Any Trustee may, at any time, waive any notice required to be given under this Constitution. Such waiver may be given in writing or via telephone. The presence of a Trustee at any meeting shall be deemed waiver of notice of that meeting.

5.5 Voting. Each member of the Board of Trustees shall have one vote. A majority vote of those present (provided a quorum exists) shall be deemed to be an approved action of the Board. All voting shall be done by each Trustee in person or via email.

5.6 Agenda. Unless this paragraph is suspended by a majority vote of the Trustees present at any meeting of the Trustees, the order of business at all Board meetings shall be:

- Roll call, prayer, pledge of allegiance
- Read mission and vision statements
- Approval of the minutes of the previous meeting
- Approval of the agenda
- Strategic Areas of Focus reports and approvals
- Requests for resources and opportunities
- Next meeting agenda items
- Adjournment and closing prayer

5.7 Minutes. Minutes of Board meetings shall be available on the school's website.

ARTICLE VI - COMMITTEES

6.1 Committees. There shall be two (2) classifications of committees: Standing Committees and Special Committees. The Board Chairperson of the Board of Trustees may appoint chairpersons and members for all Committees and subcommittees, or such committees may be comprised of volunteer participants, as may be practical. Chairpersons of Standing Committees must be members of the Board of Trustees, if such committee contains a chair. Standing Committees shall perform such duties as may be prescribed by the Board of Trustees and shall have the power to exercise designated powers when the Board is not in session. The Board may by resolution from time to time grant to a Board Committee authority to exercise designated powers of the Board when the Board is not in session, and may by resolution restrict, modify, or repeal any authority so granted. All committees shall keep minutes as a report which shall be submitted to the Board of Trustees at their next regularly scheduled meeting. Such minutes and records shall be distributed in writing to all the Trustees. The Head of School or Administrator of the Corporation shall be an ex-officio member of all committees without vote, unless the committee determines that a meeting or portion thereof shall be declared to be an Executive Session.

6.2 Standing Committees. The Board of Trustees may create new Standing Committees at any time, or may dissolve Standing Committees at any time. Standing Committees shall establish a regular meeting date and time.

6.3 Special Committees. From time to time, the Board Chairperson or the Board may create special committees with such powers and responsibilities as needed.

6.4 Executive Committee. The Executive Committee shall consist of at least the Board Chairperson and a minimum of two (2) Trustees approved by the Board of Trustees. This committee shall have the authority to transact all necessary business on behalf of the Board during the interval between two meetings of the Board of Trustees, provided, however, that no action taken by this committee shall conflict in any way with the policies or previous action established by said Board of Trustees. It may, at its discretion, refer matters of major importance or special significance to said Board of Trustees.

The Executive Committee shall keep minutes and report the action/decisions at the next regularly scheduled meeting of the Board of Trustees. The specific duties of the Executive Committee shall be to:

- 6.4.1 Form the Board meeting agenda and monitor the Board calendar.
- 6.4.2 Make decisions as appropriate with the authorities granted through the Corporate Bylaws and this Constitution.
- 6.4.3 Provide for the development of Trustees and the orientation and training of new Board members.
- 6.4.4 Be the leader of the Board and to support the Head of School or Administrator.

6.5 Committee Membership. Committee Chairpersons may nominate non-Trustees to be members of any committee except the Executive Committee and the Board Membership Committee. Committee members who are not Board members shall be entitled to vote only on matters which are advisory to the Board.

6.6 Committee Rules. Each committee may adopt rules for its own governance not inconsistent with the Bylaws, this Constitution, or any rules adopted by the Board.

6.7 Sub-Committees. Each committee may establish sub-committees of itself, but such committees shall not be delegated independent authority.

ARTICLE VII - COMMITTEE MEETINGS

7.1 Regular Meetings. Standing Committees shall establish a regular meeting date and time. Other Committees shall meet as often as necessary to accomplish the mission to which they are charged.

7.2 Special Meetings. Special Meetings of a committee may be called by the Committee Chairman or upon request of any 2 committee members, provided that 2 days' advance notice is given by U.S. mail, or 1 days' notice by telephone, facsimile, or email to all Trustees.

7.3 Quorum. A simple majority of the Committee members shall constitute a quorum at any duly called meeting. A quorum must exist before any official business can be transacted.

7.4 Waiver of Notice. Any Committee member may, at any time, waive any notice required to be given under this Constitution. Such waiver may be given in writing or via telephone. The presence of a Committee member at any meeting shall be deemed waiver of notice of that meeting.

7.5 Voting. Each member of a committee shall have one vote. A majority vote of those present (provided a quorum exists) shall be deemed to be an approved action of the Committee. All voting at Committee meetings shall be done by each member in person. Action may be taken without a committee meeting if a consent in writing setting forth the action so taken shall be signed by all committee members entitled to vote with respect

to the subject of such action.

ARTICLE VIII-MISCELLANEOUS

8.1 Employees. The Corporation may also employ or retain professional services of any person or company, may hire employees, and may establish staff positions as necessary to carry out the business of the Corporation, and in furtherance of the purposes of the Corporation.

8.2 Amendment. This Constitution may be amended, altered, or repealed at any time by a two-thirds (2/3) vote of the Board of Trustees, at a duly called meeting held for that purpose or via email, and approval of the Board of Directors of the corporation.

This amended and restated Constitution is adopted and made effective by the action of the Board of Directors of the St. Ignatius of Loyola Catholic School, Inc. on 2-21, 2023.

 Secretary