

**AMENDED CORPORATE BYLAWS OF  
SIENA CATHOLIC SCHOOLS OF RACINE, INC.**

**INTRODUCTION**

This Corporation shall be known as Siena Catholic Schools of Racine, Inc. (the Corporation), a nonprofit corporation organized and operated pursuant to Chapter 181 of the Wisconsin Statutes. The Corporation is a PK-12 education ministry of the Roman Catholic Archdiocese of Milwaukee and formed as in collaboration among the Racine parishes of Sacred Heart, St. Edward, St. John Nepomuk, St. Joseph, St. Louis, St. Lucy, St. Patrick, St. Paul the Apostle, St. Richard, St. Rita, St. Sebastian, the Archdiocese of Milwaukee and the Racine Dominicans. The Corporation shall carry out its corporate purposes in a manner which witnesses to the values and commitment of the Catholic Church as is consistent with the Articles of Incorporation.

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

These Bylaws which state the purpose and function of the Corporation shall be interpreted in light of the above.

**VARIABLE REFERENCES**

Date of Incorporation: June 26, 2017.

Date of Adoption of these Bylaws: June 16, 2022

**ARTICLE I  
CORPORATE MEMBER**

- 1.1 The sole voting Member of the Corporation shall be the Archbishop of Milwaukee. In the eventuality of a vacant See, the duly elected or appointed Administrator of the Archdiocese of Milwaukee shall assume the responsibilities of the Corporate Member until such time as a new Archbishop is installed in accord with the provisions of the Code of Canon Law of the Roman Catholic Church.
- 1.2 Reserved Powers of the Member. The following powers are reserved for the Member:
  - 1.2.1 Approval of changes in the purposes, goals and philosophy of the Corporation, and approval of all activities of the Corporation affecting the mission of the Archdiocese and the Roman Catholic Church, as such matters may be enumerated and communicated to the Board of Directors in writing by the Member from time to time;
  - 1.2.2 Approval of any consolidation, merger, transfer, sale or dissolution of the Corporation, its assets, and the creation, merger, sale, transfer or dissolution of any subsidiaries;

- 1.2.3 Approval of the amendment, restatement or repeal of the Corporation's Articles of Incorporation and Bylaws and the Articles of Incorporation and Bylaws of any subsidiary entities;
- 1.2.4 Appointment of the President of the Corporation;
- 1.2.5 Approval of the sale, purchase, acquisition or encumbrance of any ecclesiastical property as such is defined in the Code of Canon Law;
- 1.3 Actions of the Member. The Member's actions shall be in writing regarding all authority provided to him under these Bylaws. The Member may, by written proxy, authorize and empower any person or persons to exercise the authority provided to him.
- 1.4 The Archbishop or his Designees (referred to herein as the Board of Counselors) shall meet with the Executive Committee of the Board of Directors at least once a year to receive reports and discuss matters of concern relating to the fiscal viability and Catholic identity of the institution. The location of the meeting shall be designated by the Member.

**ARTICLE II  
PURPOSE**

- 2.1 This Corporation is organized and shall be operated for the following purposes:
  - 2.1.1 To conduct, maintain and operate for religious, charitable, educational and scientific purposes only, a private, not-for-profit Corporation and all future extensions thereof, to provide operational services for a Catholic PK-12 System;
  - 2.1.2 To prescribe and regulate the course of instruction for a Catholic PK-12 System;
  - 2.1.3 To establish financial responsibility for the operation of a Catholic PK-12 System with parents and alumni, parishes, foundations, corporations and friends, and others as appropriate;
  - 2.1.4 To practice, encourage and support religious beliefs and activities and provide for the spiritual needs of the persons served in the education ministry;
  - 2.1.5 To borrow and lend money, exercise lease agreements, exercise employment contracts and to do all other things necessary, proper or incidental to the aforesaid business and purposes, for the carrying on of the same, and for the promotion of the education, charity and religion of the Roman Catholic Church;
  - 2.1.6 To take by gift or devise and to otherwise acquire, buy, own, hold, sell, convey or otherwise dispose of real and personal property;

- 2.1.7 To possess and exercise all other powers and authority necessary and proper to effect its purposes and such as are usually possessed by similar charitable and benevolent organizations organized under Chapter 181 of the Wisconsin Statutes;
- 2.1.8 To operate exclusively for religious, charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Internal Revenue Code") in the course of said operation.

**ARTICLE III  
PRIVATE, NOT-FOR-PROFIT CORPORATION**

- 3.1 The Corporation shall have and continue to have the status of a corporation which is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, in the course of which operation:
  - 3.1.1 No part of the net earnings of the Corporation shall personally inure to the benefit of, or be distributable to, its Members, Directors, Officers or other persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.
  - 3.1.2 No substantial part of the activities of the Corporation shall be the carrying on of lobbying, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code.
  - 3.1.3 Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- 3.2 Meetings. The Member is authorized to hold or call meetings of or with the Board of Directors at any time.
- 3.3 Corporate Office(s). The principal office of the Corporation is located in Racine County, Wisconsin. The address of the principal offices of the Corporation is 245 Main Street, Suite 402, Racine, WI 53403.

**ARTICLE IV TRUSTEES**

- 4.1 Board of Trustees. The Board of Trustees of the Corporation (herein referred to as the "Trustees") shall be the pastor of each parish, the Archbishop of the Archdiocese of Milwaukee

or an appointee of the Archbishop of the Archdiocese of Milwaukee and the President of the Racine Dominicans or a delegate of the Racine Dominicans selected by the President of the Racine Dominicans. Each serves without term limit.

4.2 Authority (Reserved Powers). The Trustees shall have the following authority:

4.2.1 Mission, Catholic Identity, and Evangelization

4.1.1.1 Assure that the Catholic identity of the school remains among the highest priorities of the school and its Boards.

4.1.1.2 Assure that the evangelizing mission of the Catholic Church remains among the highest priorities of the school and its Boards.

4.2.1 Direction, Policy and Planning

4.2.1.1 Approve a strategic plan inclusive of the mission, philosophy, purposes and goals of the programs and monitor the effectiveness of the Corporation Board of Directors in the fulfillment of the plan.

4.2.1.2 Assure that the Catholic Identity and evangelizing mission of the Catholic Church remains among the highest priorities of the school and its Board.

4.2.1.3 Recommend changes to the Articles of Incorporation and/or the Bylaws of the Corporation to the Member.

4.2.2 Finances, Property and Development

4.2.2.1 Approve the annual audit/review of the Corporation.

4.2.2.2 Approve all loans contracted by the Corporation.

4.2.2.3 Approve of the Corporation's acquisition, purchase, sale mortgage, lease, transfer of encumbrances of both real and personal property, subject to the consent of the Archbishop where such approval is required under Canon Law or under Article I of these Bylaws.

4.2.2.4 Approve any deficit budget.

4.2.3 Personnel/Board Composition

4.2.3.1 Recommend the appointment of the President of the Corporation to the Member.

4.2.3.2 Appoint Directors from the slate of candidates endorsed by the Board of Directors.

4.2.3.3 Remove any Director of the Board of Directors by written notice provided to the Director and the Board of Directors.

4.2.4 As to the Board of Directors

4.2.4.1 Convene the Executive Committee of the Board of Directors at least annually to review the direction and the fiscal soundness of the ministry, as well as the projections and long-range plans.

4.3 Quorum. A majority of the Trustees shall constitute a quorum. Decisions will be made by a supermajority of the entire Board of Trustees. A supermajority of the Trustees constitutes a two-thirds or greater majority of the Trustees.

## **ARTICLE V BOARD OF DIRECTORS**

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

5.1.1 Mission, Catholic Identity, and Evangelization

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

5.1.1.4 Assist the President and Principal in ensuring a culture of excellence throughout [School Name] curricular and extracurricular programs.

5.1.1.5 Review mission statement periodically; review and propose revision as needed.

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

5.1.2 Direction, Policy and Planning

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

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

5.1.2.3 Establish and evaluate policy for the management and operation of the Corporation.

- 5.1.2.4 Approve plans, structures, systems, reports and recommendations as may be required for the effective and efficient operation of the programs.
- 5.1.2.5 Arrange for a review of the Bylaws in their totality periodically for correctness and completeness. Recommend the amendment or restatement of Articles of Incorporation and these Bylaws to the Trustees.
- 5.1.2.6 Review and take action on recommendations of the Board committees.
- 5.1.2.7 Set strategic direction through the development, implementation, evaluation and annual update of a strategic plan.
- 5.1.2.8 Provide approval and oversight of organizations of parents, alumni, boosters, etc. as it sees fit.
- 5.1.2.9 Provide approval and oversight of the use of the brand including official name, team names, or mascots of the school
- 5.1.3 Finances, Property and Development
  - 5.1.3.1 Approve an annual budget.
  - 5.1.3.2 Propose to the Trustees loans to be contracted by the Corporation subject to the written approval of the Member.
  - 5.1.3.3 Propose to the Trustees any sale, lease, purchase of real estate, as well as any major building improvement.
  - 5.1.3.4 Provide for the maintenance of buildings, grounds, and other school facilities owned by the school or as defined in the facility usage agreement / lease / or other agreement with a host parish.
  - 5.1.3.5 Determine, except as otherwise provided by the Articles of Incorporation and these Bylaws, who shall be authorized to sign bills, notes, receipts, acceptances, endorsements, checks, releases and contracts.
  - 5.1.3.6 Obtain a proper proxy when required for any of the following purposes: (a) buying, selling, or leasing of real estate; (b) incurring debt either by mortgage or line of credit; or (c) any extraordinary expenditure (i.e. an expenditure not made in the normal course of business).
- 5.1.4 Board Composition/Personnel
  - 5.1.4.1 Endorse a slate of candidates for Directors to submit to the Trustees in advance of the Annual Meeting for appointment to the Board.
  - 5.1.4.2 Recommend to the Trustees the removal of any Director of the Board.

5.1.4.3 Review and approve Committee membership as recommended by the Committee Chair.

5.1.4.4 Recommend to the Member the appointment, the continuation or termination of the President.

5.1.4.5 Arrange for annual evaluations of the President and the Board.

5.2 Number of Directors. The number of Directors constituting the Board of Directors shall be not less than twelve (12) nor more than twenty-one (21). The number of Directors may be increased or decreased at any time by an action of the Board of Directors upon approval of the Member.

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

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

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

The remaining Directors will be at-large members, selected and approved by the entire Board of Directors and shall serve at the discretion of the Board of Directors subject only to Section 5.6 hereof.

In addition, the President shall serve as an ex officio, non-voting member of the Board of Directors.

A Trustee recommended by the Board of Trustees shall serve as an ex officio non-voting member of the Board of Directors.

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

Employees of the organization and their immediate family (spouse, parent, child, sibling) may not serve as a member of the Board of Directors.

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

In extraordinary circumstances, the Board of Directors may grant, via resolution, one (1) additional year to a Director who otherwise has completed two (2) consecutive three (3) year

terms. This extra year would be served as an ex officio non-voting member and would not count toward a quorum.

- 5.6 Selection. Applicants to the Board of Directors shall first be referred to the Governance Committee and after approval by said committee may be selected for the Board by a majority vote of the Board of Directors at the annual meeting. In the case of unexpired terms this election may take place at any meeting. Such selected Directors must meet the composition requirements of Section 5.4 of these Bylaws.
- 5.7 Attendance. Except for the Member, after three (3) consecutive unexcused absences from the Board of Directors and/or Committee Meetings, the Director is to be contacted by the Executive Committee to ascertain his/her interest in remaining as a Director.
- 5.8 Vacancies. Any vacancy in the Board of Directors shall be filled in the same manner as is provided for the appointment or selection of Directors, and each such successor Director shall hold office for the unexpired term of the Director he or she succeeds. During any period that a vacancy exists, the remaining Directors shall continue to act with the power and authority of the full Board of Directors. Service as a Director for an unexpired term of less than two (2) years shall not disqualify a Director from serving two full three (3) year terms.
- 5.9 Resignation and Removal. A Director may resign by oral notice or in writing to the Board of Directors at any time and upon acceptance such fact shall be recorded in the corporate record book. A Director may be removed from the Board of Directors by the written notice of the Member. Any Director (other than Director appointed by the Member) may be removed from the Board by the unanimous vote of the Board of Counselors or a two-thirds vote of the Board of Directors.
- 5.10 Acceptance of Directors. The method of acceptance of directorship in this corporation shall be by delivery of a written acceptance to the Corporation or oral declaration to be recorded in the corporate record book.
- 5.11 No Compensation of Directors. Other than the President, no Director shall be entitled to, or shall receive any compensation for attendance at meetings of the Board of Directors or for other services rendered to the Corporation as Director or member of a committee of the Board of Directors; provided, however, that the Board of Directors may authorize reimbursement to any Director of expenses necessarily incurred in the performance of duties as Director.

## ARTICLE VI MEETINGS OF DIRECTORS

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



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

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

Unless the Articles of Incorporation provide otherwise, any or all Directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which any of the following occurs: (a) all Directors participating may simultaneously hear each other during the meeting; or (b) 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. If a meeting will be conducted through the use of such electronic means, 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 this is deemed to be present in person at the meeting.

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

6.4 Regular and Special Meetings.

6.4.1 The Annual meeting of the Board of Directors, at which Officers are elected and new Directors are selected, shall be held at a regular annual time of the year specified by the Board of Directors.

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

6.4.3 Special meetings shall be called by the Chair upon a written request of one-third (1/3) of the Directors or by the Member.

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

- 6.5.5 Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than two (2) days before the date of the meeting, either personally or by postal mail, or email, by or at the direction of the chair, the Secretary, or other officer or person calling the meeting, to each member entitled to vote at such meeting. A majority of voting members of the Board shall constitute a quorum.
- 6.5.6 Any meetings may be held by electronic means (e.g. conference calls, computer connections, etc. as permitted under Chapter 181 of the Wisconsin Statutes).

## ARTICLE VII OFFICERS

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

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

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

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

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

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

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

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

7.1.2 Election. The Officers shall be elected by the Board of Directors at its Annual Meeting and shall hold office for a term as defined in 7.1.2 until their successors are duly elected at an annual or special meeting of the Board of Directors. Vacancies in any office shall be filled by election by the Board of Directors. Any Elected Officers whose officer term extends beyond their Board term will have their Board term extended.

7.1.3 Resignation. Any Officer may resign at any time by giving written notice to the Board of Directors or the Secretary of the Board. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary or the Board of Directors as the case may be, and unless otherwise specified therein. Acceptance of such resignation shall not be necessary to make it effective.

- 7.1.4 Removal. Any Officer may be removed from office by the action of a majority of the full Board of Directors, whenever, in their judgment, the best interest of the Corporation will be served thereby. A removed officer may continue to serve as a Director unless the Board decides otherwise.
- 7.1.5 Vacancies. A vacancy in any office may be filled by majority vote of the Board of Directors.
- 7.1.6 No Compensation. Officers of the Board shall serve without compensation but shall be entitled to reimbursement for reasonable expenses incurred in the course of service.
- 7.2 Duties of Officers of the Board.
- 7.2.1 Chair. The Chair shall have such responsibilities and powers as may be delegated by the Board of Directors and shall, at all times, be subject to the policies, control and direction of the Board of Directors. The Chair may sign and execute any instrument authorized by the Board of Directors except when the signing and execution thereof shall have been expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent or which require prior approval of the Member. The Chair shall have such other powers and duties as may be prescribed by these Bylaws and shall, whenever it may in his/her opinion be necessary, prescribe the duties of other officers in a manner not inconsistent with the provisions of these Bylaws and the directions of the Board of Directors. The Chair shall chair all Board and Executive Committee meetings.
- 7.2.2 Vice Chair. The Vice Chair shall work closely with the Chair on all Board transactions. In the absence or disability of the Chair, the Vice Chair shall perform all duties of the Chair, and when so acting, shall have all of the powers of, and be subject to, all the restrictions on the Chair.
- 7.2.3 Secretary. The Secretary shall either personally perform the following duties or ensure that a corporation employee is doing so.
- 7.2.3.1 Certify and keep at the President's office the original or a copy of these Bylaws, as amended or otherwise altered to date. File a copy of the Bylaws in the original and as may periodically be amended with the Chancery Office of the Archdiocese of Milwaukee.
- 7.2.3.2 Keep at the President's office or such other place as the Board of Directors may direct, a book of minutes of all meetings of the Board of Directors and committees thereof, with the time and place of holding, whether regular or special and, if special, how authorized, the notice thereof given and the names of those present at the meetings.
- 7.2.3.3 See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- 7.2.3.4 Be custodian of the records of the Board of Directors.

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

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

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

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

## ARTICLE VIII COMMITTEES OF THE BOARD

### 8.1 Committee Authority.

8.1.1 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.

8.1.2 Without the Board resolution mentioned above, the Board committees have no independent authority. Described duties of standing committees, unless otherwise specified in these Bylaws, as in some of the duties of the Executive Committee, shall result in recommendations to the full Board of Directors for action and implementation.

### 8.2 Classifications of Committees. There shall be two (2) classifications of Committees: Standing Committees and Special Committees.

8.2.2 Except when otherwise specified, all Committees shall meet as required.

### 8.3 Committee Membership.

8.3.1 The Board Chair shall submit nominations for members of Standing and Special Committees for election by the Board. Persons who are not members of the Board of Directors should be encouraged to serve on Board Committees. Members of the Administration and/or the Faculty may be appointed to serve on Board Committees and shall have full voice in any discussion of the Committee's business but shall not have a vote.

8.3.2 Every Committee of the Board shall include at least one voting member of the Board of Directors.

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

8.4 Committee Procedures.

8.4.1 Except when otherwise specified, all Committees shall meet as required. Any meeting of a Committee may be held by electronic means ally (e.g. conference calls, computer connections, etc.) as permitted under Chapter 181 of the Wisconsin Statutes).

8.4.2 The act of a majority of the voting members of a Committee present at a meeting at which a quorum is present shall be the act of the Committee, unless the act of a greater number is required by law or by the Articles of Incorporation or these Bylaws.

8.4.3 Subject to the review and approval of the Board Chair, each Committee may establish and appoint sub-committees of itself, but such subcommittees shall not be delegated independent authority.

8.4.4 Each Committee may adopt additional rules for its own governance not inconsistent with the Bylaws or any rules adopted by the board.

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

8.3 Standing Committees.

8.3.1 Standing Committees established by the Board shall be:

8.3.1.1 Executive Committee

8.3.1.2 Mission and Governance Committee

8.3.1.3 Education Committee

8.3.1.4 Finance Committee

8.3.1.5 Human Resources Committee

8.3.1.6 Development Committee and Marketing Committee

8.3.1.7 Facilities Committee and Technology Committee

8.3.2 Standing Committees shall meet as required. Committee meetings shall be held whenever called by the Committee Chair or requested by one-third of the members of the committee. Notice of any committee meeting shall be given to the members at least

five (5) days before such meeting. A majority of the members of a committee may waive such notice when circumstances require a shorter notice.

#### 8.4 Executive Committee.

- 8.4.1 The Executive Committee shall consist of the elected Officers of the Board of Directors, namely, the Chair, Vice Chair, Secretary, Treasurer and the President as ex officio member. The Chair of the Board shall serve as the Chair of the Executive Committee;
- 8.4.2 The Executive Committee shall have the authority to transact all necessary business on behalf of the Board during the interval between the meetings of the Board of Directors;
- 8.4.3 The Executive Committee shall keep minutes and report the actions/decisions to the Board of Directors;
- 8.4.5 The specific duties of the Executive Committee shall be to:
  - 8.4.5.1 Support the Strategic Plan development and implementation.
  - 8.4.5.2 Exercise all of the powers of the Board in the management of the affairs of the Corporation when the Board cannot be convened or electronically connected for feedback or voting except such matters requiring full Board action according to the Bylaws, and report any action taken at the next regular meeting of the Board.
  - 8.4.5.3 Meet with the Trustees at least once a year to review the direction and the fiscal soundness of the Corporation, as well as its projections and long-range plans.
  - 8.4.5.4 Recommend to the Trustees the selection, continuation or termination of the President.
  - 8.4.5.5 Develop and implement a plan for the evaluation of the President based on his/her goals and job descriptions. The results of the annual evaluation shall be shared with the Chair of the Board of Trustees.
  - 8.4.5.6 The Executive Committee shall appoint annually a special committee, known as the Nominating Committee, consisting of a minimum of three (3) Voting Directors not holding office to prepare a slate for the election of officers.

#### 8.5 Mission and Governance Committee.

- 8.5.1 The Mission and Governance Committee shall include at least two (2) Voting Directors in addition to non-Directors. The Vice Chair chairs the Governance Committee. The President is a non-voting member.
- 8.5.2 The general duties of the Mission and Governance Committee shall be to:

8.5.2.1 Support the Strategic Plan development and implementation of the system's mission, vision, values, and goals.

8.5.2.2 Identify, cultivate, attract and retain the quality and quantity of Directors necessary to support the mission and lead the system.

8.5.2.3 Recruit potential Voting Directors for the Board when vacancies shall occur and submit the slate of candidates to the Board for their endorsement.

8.5.2.4 Review mission statement and Bylaws periodically; review and propose or revise policies as needed.

8.5.2.5 Develop and implement an orientation program for new Voting Directors and an ongoing formation program in light of the mission and values of the corporation.

8.5.2.6 Assist the President and Board of Directors in ensuring mission alignment throughout the curricular and extra-curricular programs.

8.6 Education Committee.

8.6.1 The Education Committee shall include at least two (2) Voting Directors in addition to non-Directors. The committee will include the representative principal(s) and a member of the higher education community. The Principal will serve as a non-voting member.

8.6.2 The general duties of the Education Committee shall be to:

8.6.2.1 Support the Strategic Plan development and implementation.

8.6.2.2 Review programs and policies, to ensure the Board's familiarity with educational programs and their alignment to the schools' mission and vision.

8.6.2.3 Review school improvement plans.

8.6.2.4 Be introduced to new curriculum or be informed about changes to current curriculum and instructional programs prior to implementation.

8.7 Finance Committee.

8.7.1 The Finance Committee shall consist of at least two (2) Voting Directors, and such advisory members as deemed necessary. The President and Chief Financial Officer will serve as a non-voting members. The Treasurer shall serve as chair.

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

8.7.2.1 Support the Strategic Plan development and implementation.

8.7.2.2 Assist the President in the preparation of the budget and long-term forecasts;

- 8.7.2.3 Present the budget to the Board for approval;
- 8.7.2.4 Monitor the financial status of the Corporation and Parish investment process;
- 8.7.2.5 Report regularly to the Board on the Corporation's financial status;
- 8.7.2.6 Propose policies and procedures that will enhance the Corporation's financial position.

8.8 Human Resources Committee.

- 8.8.1 The Human Resources Committee shall include at least two (2) Voting Director in addition to appropriately selected non-Directors. The President, Director of Human Resources and/or designee will serve as non-voting member(s).
- 8.8.2 The general duties of the Human Resources Committee shall be to:
  - 8.8.2.1 Support the Strategic Plan development and implementation.
  - 8.8.2.2 Review, revise and recommend personnel policies for Board approval ensuring that they reflect Catholic Social Teaching.
  - 8.8.2.3 Review job descriptions of the Catholic Schools Leadership Team to ensure that they accurately reflect position responsibilities.
  - 8.8.2.4 Review and monitor the performance management process and the talent development strategy.
  - 8.8.2.5 Recommend a compensation and benefit philosophy and policy to ensure that the Board has considered the related strategic objectives.
  - 8.8.2.6 Review and support a diversity strategy and plan.
  - 8.8.2.7 Review proposed compensation structure and benefit programs as necessary by the staff.

8.9 Development and Marketing Committee.

- 8.9.1 The Development and Marketing Committee shall consist of at least two (2) Voting Directors, and such advisory members as may be deemed necessary. The President, Chief Advancement Officer, Executive Director of Development and/or designees serve as non-voting members.
- 8.9.2 The general duties of the Advancement and Marketing Committee shall be to:
  - 8.9.2.1 Support the Strategic Plan development and implementation.



- 8.9.2.2 Review with the Senior Manager of Marketing and Communications, Executive Director of Development and development staff the policies and plans of the development office.
- 8.9.2.3 Assist in the planning and implementation, review and evaluation of the overall programs involving public relations, recruitment, marketing, fund- raising and friend-raising.
- 8.9.2.4 Monitor fundraising including ethics, participation, events, activities and/or service sponsored by the Development Office and/or the schools.

8.10 Facilities and Technology Committee.

8.10.1 The Facilities and Technology Committee shall consist of at least two (2) Voting Directors and such advisory members as may be deemed necessary. The President and Director of Operations and/or designees serve as non-voting members.

8.10.2 The general duties of the Facilities and Technology Committee shall be to:

8.10.2.1 Technology

- 8.10.2.1.1 Support the Strategic Plan development and implementation.
- 8.10.2.1.2 Review/provide input to the long-range plan and prioritization of proposed projects.
- 8.10.2.1.3 Review Siena technology policies and recommend new policies or revisions to the Board of Directors

8.10.2.2 Facilities

- 8.10.2.2.1 Support the Strategic Plan development and implementation.
- 8.10.2.2.2 Provide input into the facilities portion of the Siena strategic plan.
- 8.10.2.2.3 Review and provide input into the long-range facilities plan and prioritization of proposed projects.
- 8.10.2.2.4 Review and provide input into the facility use agreements.
- 8.10.2.2.5 Review building use policies and recommend new policies or revisions to the Board of Directors.
- 8.10.2.2.6. Maintain a working relationship with the entities whose buildings may be included in the use for the schools.

**ARTICLE IX**

## ADMINISTRATION

- 9.1 President Siena Catholic Schools of Racine. The President shall have the authority to direct and administer all the activities of the Corporation and shall be responsible for all its activities and departments, subject only to such policies as have been adopted by the Board of Directors and/or the Archdiocese of Milwaukee. The President is accountable to the Board of Directors and to the Member. The Board of Directors will plan a supervision and evaluation process of the President.
- 9.2 Participation at Meetings. The President shall participate in all meetings of the Board of Directors and its Executive Committee as a non-voting member, except when these bodies are meeting in executive session. The President will also attend all meetings of special and standing committees or shall appoint a staff person to attend the meetings and report back to the President.
- 9.3 Annual Report. Within a reasonable period after the close of each fiscal year, the President shall submit to the Board of Directors an annual report regarding his/her evaluation of the current status of the Corporation and its future needs. Following review by the Board of Directors, the annual report shall be forwarded to the Member for further review and comment.

## ARTICLE X LIABILITY

- 10.1 General Liability. No Officer, Committee, member of a Committee, or member of the Board of Directors shall contract or incur any debts on behalf of the Corporation or in any way render it liable unless authorized by the Board of Directors with the written approval of the Member. No Officer, Committee or employee of the Corporation is authorized to promise moral or financial support of any charitable or other objective without the approval of the Board of Directors.
- 10.2 Indemnification of the Member, Directors and Officers. Each present, former and future Member, Director and Officer of the Corporation shall be entitled, without prejudice, to any other rights he/she may have to be reimbursed by the Corporation for, and indemnified by the Corporation to the fullest extent permitted by law against, all liability and expense (including without limitation, legal expenses) hereafter reasonably incurred by him/her in connection with any claim, action, suit or proceeding of whatever nature in which he/she may be involved as a party or otherwise by reason of having served before or after the date of these Bylaws as a Member, Director or Officer of the Corporation or by reason of any action alleged to have been theretofore or thereafter taken or omitted by any such Member, Director or Officer, whether or not she/he continued to be such Member, Director or Officer, including amounts paid or incurred in connection with reasonable settlements made with a view to curtailment of costs of litigation and with the approval of a majority of the Directors of the Corporation then in office, other than those involved, whether or not such majority constitutes a quorum. The Corporation and its Member, Directors, Officers, employees and agents shall not be liable to anyone for making any determination as to the existence or absence of liability, or for making or refusing to make any payment hereunder on the basis of such determination, or for taking or omitting to take any other action hereunder, in reliance upon the advice of counsel.

- 10.3 Fiduciary Liability Insurance. The Corporation shall be authorized to purchase with funds of the Corporation fiduciary liability insurance in such amounts and for such purposes as are deemed prudent by the Board of Directors with the consent of the Member.

## ARTICLE XI CONFLICTS OF INTEREST

- 11.1 Policy. Any duality of interest or possible conflict of interest on the part of any member of the Board of Directors, Officer, administrative staff member, volunteer or any employee associated with this Corporation, shall be disclosed and made a matter of record on an annual basis as well as when the interest develops, and before the transaction in question is consummated. Procedures designed to ensure disclosure may be developed by the Board of Directors from time to time and carried out.
- 11.2 Conflict of Interest. Any member of the Board of Directors having a liability or possible conflict of interest on any matter should promptly notify the presiding Officer of the same and shall not vote or use his or her personal influence on the matter. However, such Director(s) may be counted in determining the presence of a quorum for the meeting. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, the status of a quorum, and the determination that the proposed contract or transaction is fair and reasonable to the Corporation. However, the foregoing requirements shall not be construed as preventing the member of the Board of Directors so involved from briefly stating his or her position on the matter or from answering pertinent questions of other members of the Board.
- 11.3 Good Faith Standard. The Board of Directors, the President, Officers, administrative staff members, employees and volunteers shall exercise the utmost good faith in all transactions touching upon their duties with this Corporation and its operation. In their dealings with and on behalf of this Corporation, they shall be held to a strict rule of honest and fair dealing. All acts of such persons shall be for the best interest of the Corporation. Such persons shall not accept any material gifts, favors or hospitality that might influence their decision-making or actions affecting the Corporation. They shall not use their positions, or knowledge gained therefrom, so that a conflict might arise between the interest of this Corporation and that of the individual. Any new Director, Officer, administrative staff member, volunteer or other employee shall be informed of this policy concurrent with the assumption of responsibilities.
- 11.4 Initial and Annual Statement. At least annually, each member of the Board of Directors, Officer, administrative staff member, volunteer, and employee associated with this Corporation shall execute and deliver to the Chair a conflict of interest statement in a form approved by the Chair evidencing compliance with the foregoing and disclosing any conflicts of interest such person may have.

## ARTICLE XII BOOKS AND RECORDS

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

**ARTICLE XIII  
FISCAL YEAR**

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

**ARTICLE XIV  
AMENDMENTS**

- 14.1 Articles of Incorporation. Proposed amendments or restatements to the Articles of Incorporation may be acted upon at any meeting held for such purpose by the affirmative vote of a majority of the Board of Directors present at any annual meeting or at any special meeting called for such purpose, at which a quorum is present, subject to the requirements of Article I.
- 14.2 Bylaws. Proposed amendments or replacements for these Bylaws may be acted upon at a meeting held for such purpose by the affirmative vote of a majority of the Board of Directors present at any annual meeting or at any special meeting called for such purpose, at which a quorum is present, subjects to the requirements of Article I.
- 14.3 Member Approval. Amendments and restatements of Articles and By Laws recommended in accord with 14.1, or otherwise developed by the Board of Directors, shall be subject to approval of the Member in writing. The Member may adopt and implement changes to the Articles of Incorporation or Bylaws at any time in his sole discretion without action by the Board of Directors.

The undersigned Officers of said Corporation certify that the foregoing Bylaws were adopted by the Directors of the Corporation at a duly called meeting of the Directors at which a quorum was present held on the 16th day of June, 2022, and were approved by the Member on the date noted below.

*D. Nayyan A. Mc Mahon, CP*  
Chair, Board of Trustees 4/22/2022

Robert N. Miller  
Chair, Board of Directors

Jerome E. Listeck  
Member, Archbishop Jerome E. Listeck

8-8-22  
Date of Approval