

**AMENDED
CONSTITUTION of
The Board of Trustees of
Green Bay Area Catholic Education, Inc. (“GRACE”)**

The following is hereby adopted as the Constitution of the Board of Trustees of Green Bay Area Catholic Education, Inc. (“GRACE”).

ARTICLE I – BOARD OF TRUSTEES

1.1 General Powers and Duties. The Catholic Parishes of Holy Cross, Bay Settlement, WI; Our Lady of Lourdes, St. Mary, St. Francis Xavier, St. Norbert College Parish, all of De Pere, WI; Annunciation of the Blessed Virgin Mary, Nativity of Our Lord, Prince of Peace, Resurrection, St. Agnes, St. Bernard, St. Elizabeth Ann Seton, St. Francis Xavier Cathedral, St. John the Evangelist, St. Joseph, St. Jude, St. Mary of the Angels, St. Matthew, St. Patrick, St. Philip the Apostle, St. Willebrord, SS. Peter and Paul, all of Green Bay, WI; and St. John the Baptist, Howard, WI are the core subsidizing parishes of the Corporation. The operation of GRACE 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. The Board of Trustees, or, if agreed, the Chair of the Board of Trustees or the Executive Committee thereof, shall meet with the Pastors or the Parish Directors at least two 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 President. The Board of Trustees, with the consent and approval of the Board of Directors, shall employ a President of GRACE,. The President 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 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 or another meeting as designated by the Board of Directors.. 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 establish overall policy for the management and operation of the Corporation which is consistent with the policies of the Catholic Diocese of Green Bay, the Articles of Incorporation and

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the Bylaws, and the policy established by 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 Catholic Church and Canon Law as interpreted by the Bishop of Green Bay. The Trustees shall also develop the mission of the Corporation 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, who shall be authorized to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, and documents on behalf of the Corporation.

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 develop a tuition scale and salary and benefit scale each year.

1.5.4 To approve the school calendar for each new year.

1.5.5 To provide for adequate maintenance of all buildings and grounds associated with the Corporation.

1.5.6 To provide for organizations of parents, alumni, boosters, etc., as it sees fit. These organizations are regulated by the President and are directly accountable to her/him as the representative of the Board of Trustees. The Board of Trustees shall approve of all Constitutions and bylaws or guidelines of any organization affiliated with the Corporation. No club or organization has the right to use the name of the Corporation or any individual school within the corporation without written consent of the Board of Trustees.

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

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

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

1.5.10 To provide for the periodic, at least annual, performance review of the President and to recommend to the Board of Directors any contract offer or non-renewal of the contract.

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1.5.11 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.** GRACE 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 bona fide 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 as more fully set forth in the By-Laws.

ARTICLE II - TRUSTEE SELECTION, APPOINTMENT, and TERM

2.1 **Membership on Board of Trustees.** The Board of Trustees shall consist of not more than twenty seven (27) qualified persons elected to serve as Trustees and having such authority established by the Bylaws of the Corporation and this Constitution. Parents of students then enrolled in one of the schools within the Corporation shall be eligible to serve as a Trustee, provided that at no time shall more than 50% 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 “in good standing of a Catholic parish in the system.” Members of the Board of Trustees shall be indemnified.

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, except for the initial setup of the Board of Trustees. The initial members’ terms will be staggered such that one third of the members will be elected under a one-year term; one third of the members will be elected under a two-year term and the remaining members will be elected under a three-year term. A Trustee may be reelected 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 eight (8)

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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.

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. With the nomination of the pastor such Trustee shall be approved by the Executive Committee and/or Board of Directors.

2.4 Qualifications. Trustees shall have basic qualifications, personal competency, and an interest in and knowledge of the operations of the Corporation, an awareness and understanding of the Corporation 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 Chair of the Board of Trustees. The resignation shall be effective immediately upon receipt of such notice.

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 Chair, Vice Chair, Secretary and Treasurer. The Chair 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 members of the Board of Trustees.

3.2 Election of Officers. The Officers shall be elected by the Board of Trustees and shall hold office for a term of one (1) year 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 Corporation will be served thereby. This Officer may continue to serve as a Trustee unless the Board decides otherwise.

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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.

ARTICLE IV – DUTIES of OFFICERS

4.1 Chair. The Chair 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 Chair 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 Chair 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 Chair shall chair all Board and Executive Committee meetings and shall cause the agenda to be followed. The Chair, by virtue of the office, shall be a member of the Board of Directors.

4.2 Vice-Chair. In the absence or disability of the Chair, the Vice Chair shall perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chair. The Vice Chair 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, reports, 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 President 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

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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 President 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. The place of the meetings shall be established annually. Unless otherwise specified, all meetings of the Board of Trustees shall be open meetings. The President 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 Chair or Vice-Chair or upon request of any 3 Trustees, provided that 2 days advance notice is given by U.S. mail, telephone, email, or facsimile, to all Trustees and may be held telephonically or through electronic means sufficient for full communication and participation.

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 at meetings of the Trustees shall be done by each Trustee in person, or electronically in the case of a Special Meeting called in that fashion.

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:

- Prayer
- Roll call
- Announcements/Communications
- Approval of the minutes of the preceding meeting
- Open Forum
- President's Report
- Reports of the Committees/topics

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Other business
New business
Adjournment

5.7 Minutes. Minutes of Board meetings shall be sent electronically to the Trustees, the President, the members of the Board of Directors, all pastors and parish directors of contributing parishes, and made available to other staff of contributing Parishes upon request. Board minutes shall be regularly posted on the website, accessible to the administration, faculty, and any other stakeholders.

ARTICLE VI - COMMITTEES

6.1 Committees. There shall be two (2) classifications of committees: Standing Committees and Special Committees. The Board Chair of the Board of Trustees shall appoint chairs and members for all Committees and subcommittees. Chairs of Standing Committees must be members of the Board of Trustees. Standing Committees shall perform such duties as may be prescribed by the Board of Trustees. 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 President 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. Standing Committees shall provide oversight and guidance to ensure that the mission of the organization is being enhanced within the area of the committee's charge. Standing Committees shall suggest policy changes and new policy creation as needed in the best interest of the organization. Standing Committees of the Board of Trustees shall be:

Executive Committee
Education and Catholic Identity Committee
Marketing and Public Relations Committee
Human Resources Committee
Finance and Facilities Committee
Development Committee

6.3 Special Committees. From time to time, the Board Chair or the Board may create Special Committees, including but not limited to the Committee on Board Membership, with such powers and responsibilities as needed.

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6.4 Executive Committee. The Executive Committee shall consist of at least the Board Chair and a minimum of four (4) Trustees approved by the Board of Trustees. Trustees on the Executive Committee shall include one Chair, Vice-Chair, Secretary, Treasurer and one at-large member. 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 support the President and the school Principals.

6.5 Committee Membership. Committee Chairs may nominate non-Trustees to be members of any Committee except the Executive Committee and the Board of Trustees shall approve or reject such nomination. Committee members who are non-Trustee members shall be entitled to vote 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 subcommittees 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 Chair or upon request of any 2 Committee members, provided that 2 days advance notice is given by U.S. mail, telephone, email, or facsimile, to all Trustees and may be held telephonically or through electronic means sufficient for full communication and participation.

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.

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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, email 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. 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 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 subject to the consent of the Board of Directors.

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, and approval of the Board of Directors of the corporation.

This Constitution is made effective by the action of the Board of Directors of Green Bay Area Catholic Education , Inc. on June 3, 2009.

_____, Secretary

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