

# SAINT PATRICKS SCHOOL FOUNDATION BYLAWS

## ARTICLE I OFFICES

1.01 *Principal Office.* The principal office of the Foundation shall be at such place within the state of Michigan as the board of directors may determine from time to time.

1.02 *Other Offices.* The board of directors may establish other offices in or outside the state of Michigan.

## ARTICLE II BOARD

2.01 *General Powers.* The business, property, and affairs of the Foundation shall be managed by the board of directors. Aaron Jones shall be designated the initial Managing Director. If Aaron Jones is unavailable to serve in the Managing Director Capacity, then his wife Julie Jones shall serve in his place. If both Aaron Jones and Julie Jones are unavailable to serve as Managing Director, then Robert Jones shall serve as Managing Director.

2.02 *Number.* There shall be not less than five nor more than seven directors on the board as shall be fixed from time to time by the board of directors.

2.03 *Tenure.* Each director of the Foundation shall hold office until the director's death, resignation, or removal.

2.04 *Resignation.* Any director may resign at any time by providing written notice to the Foundation. The resignation will be effective on receipt of the notice or at a later time designated in the notice. A successor shall be appointed as provided in section 2.06 of the bylaws.

2.05 *Removal.* Any director, with the exception of the Managing Director, may be removed with or without cause by the remaining directors on the board.

2.06 *Board Vacancies.* A vacancy on the board may be filled with a person selected by the remaining directors of the board, provided that person is eligible to serve pursuant to MCL 450.2514.

2.07 *Annual Meeting.* An annual meeting shall be held each year on a date to be determined by the board of directors. If the annual meeting is not held at that time, the board shall cause the meeting to be held as soon thereafter as is convenient.

2.08 *Regular Meetings.* Regular meetings of the board may be held at the time and place as determined by resolution of the board without notice other than the resolution.

2.09 *Special Meetings.* Special meetings of the board may be called by the Managing Director. Notice of the time and place of special meetings shall be given to each director in any manner at least three days before the meeting.

2.10 *Statement of Purpose.* Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice for that meeting.

2.11 *Waiver of Notice.* The attendance of a director at a board meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

2.12 *Meeting by Telephone or Similar Equipment.* A director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

2.13 *Quorum.* A majority of the directors then in office constitutes a quorum for the transaction of any business at any meeting of the board. Actions voted on by a majority of directors present at a meeting where a quorum is present shall constitute authorized actions of the board.

2.14 *Consent to Corporate Actions.* Any action required or permitted to be taken pursuant to authorization of the board may be taken without a meeting if, before or after the action, all directors consent to the action in writing. Written consents shall be filed with the minutes of the board's proceeding.

### ARTICLE III COMMITTEES

3.01 *General Powers.* The board, by resolution adopted by a vote of a majority of its directors, may designate one or more committees, each committee consisting of one or more directors. The board may also designate one or more directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the board shall serve at the pleasure of the board.

A committee designated by the board may exercise any powers of the board in managing the corporation's business and affairs to the extent provided by resolution of the board. However, no committee shall have the power to

- (a) amend the articles of incorporation;
- (b) adopt an agreement of merger or consolidation;
- (c) amend the bylaws of the corporation;
- (d) fill vacancies on the board; or
- (e) fix any compensation of the directors for serving on the board or on a committee.

3.02 *Meetings.* Committees shall meet as directed by the board, and their meetings shall be governed by the rules provided in article II for meetings of the board. Minutes shall be recorded at each committee meeting and shall be presented to the board.

3.03 *Consent to Committee Actions.* Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.

#### ARTICLE IV DIRECTORS

4.01 *Number.* The Directors of the Foundation shall be appointed by a vote of the board. The Managing Director shall hold a 51% voting percentage when voting Directors to the board with the remaining 49% of the voting rights to be allocated among the remaining Directors.

4.02 *Term.* Each Director shall hold their positions until a successor is appointed and qualified. A Director may resign at any time by providing written notice to the Foundation. Notice of resignation is effective on receipt or at a later time designated in the notice.

4.03 *Removal.* A Director appointed by the board may be removed with or without cause by vote of a majority of the board. The Managing Director shall hold a 51% voting percentage with the remaining 49% of the voting rights to be allocated among the remaining Directors.

4.04 *Vacancies.* A vacancy on the board for any reason may be filled by a vote of the board pursuant to section 4.01 of these bylaws.

#### ARTICLE V FOUNDATION DOCUMENT PROCEDURE

No Foundation documents (including stocks, bonds, agreements, insurance and annuity notes, disbursements, loans, or debt obligations) shall be signed by any Director, designated agent, or attorney-in-fact unless authorized by the board or by these bylaws.

ARTICLE VI  
INDEMNIFICATION

6.01 *Indemnification from Actions.* Subject to all of the other provisions of this article, the Foundation shall indemnify any person who was or is a party, or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the Foundation). Such indemnification shall apply only to a person who was or is a director of the Foundation or who was or is serving at the request of the Foundation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Foundation. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or on a plea of *nolo contendere* or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Foundation, or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

6.02 *Determination That Indemnification Is Proper.* Any indemnification under sections 6.01 of this article (unless ordered by a court) shall be made by the Foundation only as authorized in the specific case. The Foundation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections 6.01. The determination shall be made in any of the following ways:

- (a) By a majority vote of a quorum of the board consisting of directors who were not parties to such action, suit, or proceeding.
- (b) If the quorum described in clause (a) above is not obtainable, by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors.
- (c) By independent legal counsel in a written opinion.

6.03 *Proportionate Indemnity.* If a person is entitled to indemnification under sections 6.01 and/or 6.02 of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the Foundation shall indemnify the person for the portion of the expenses, judgments,

penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

6.04 *Former Directors.* The indemnification provided in this article continues for a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

6.05 *Changes in Michigan Law.* If there are any changes in the Michigan statutory provisions applicable to the Foundation and relating to the subject matter of this article, the indemnification to which any person shall be entitled shall be determined by the changed provisions, but only to the extent that the change permits the Foundation to provide broader indemnification rights than the provisions permitted the Foundation to provide before the change.

#### ARTICLE VII COMPENSATION

The Directors of the Foundation shall serve on a volunteer basis, however, when authorized by the Foundation, a person shall be reasonably compensated for services rendered to the Foundation as an officer, director, employee, agent, or independent contractor, except as prohibited by these bylaws.

#### ARTICLE VIII CONFLICTS OF INTEREST

When a Director of the Board is affiliated with an organization seeking to provide services or facilities to the Foundation, or when a member of the Board has any duality of interest or possible conflict of interest, real or apparent, such affiliation or conflict of interest should be disclosed to the Board and made a matter of record, either when the interest becomes a matter of Board action or as part of a periodic procedure to be established by the Board. An affiliation with an organization will be considered to exist when a Board member or a member of his or her immediate family or close relative is an officer, director, trustee, partner, employee or agent of the organization, or has any other substantial interest or dealings with the organization.

Any Board Director having a duality of interest or possible conflict of interest on any matter should not vote or use his or her personal influence on the matter. However, he or she may be counted in determining a quorum for the meeting at which the matter is voted on, as permitted by law. The Board should obtain and rely on appropriate comparability data, when appropriate. The minutes of the meeting should reflect that the disclosure was made, that the interested Board member abstained from voting, whether his or her presence was counted in determining a quorum, and whether comparability data was considered and used as a basis for making the decision. The comparability data should be attached to the minutes and made a part of the record.

The foregoing requirements should not be construed to prevent a Board Director from stating his or her position on the matter under consideration, nor from answering questions of other Board members relating to the matter.

The Foundation will also require each Director to sign a Conflicts of Interest Policy and adhere by its terms and conditions.

ARTICLE IX  
FISCAL YEAR

The fiscal year of the Foundation shall end on 6/30.

ARTICLE X  
DISSOLUTION

The Foundation may be dissolved by a vote of the board of directors authorizing the Foundation to give notice of the dissolution to the attorney general by registered mail before the Foundation files any document concerning dissolution with any other state agency or court.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI  
AMENDMENTS

The board of directors at any regular or special meeting may amend or repeal these bylaws, or adopt new bylaws by vote of a majority of the directors with the Managing Director holding 51% of the voting rights with the remaining 49% of voting rights to be allocated among the remaining Directors, if notice setting forth the terms of the proposal has been given in accordance with a notice requirement for the meeting of the board.

**Board Members;**

Aaron Jones – Managing Director & President

*Is in overall charge of the running the nonprofit organization.*

Patrick Wickenheiser – Vice President

*Will serve as the person ranking below and deputizing for a president.*

Tom Busen – Treasurer

*Will manage the financial assets and liabilities of a society, company, local authority, or other body*

Jessica Jones – Secretary

*Will assist with correspondence, keep records, make appointments, and carry out similar tasks*

Erika Alessandrini – Community relations.

*Will assist with networking, social media, fundraising, Sr. Manager coaching.*

I represent this information to be accurate as of September 9<sup>th</sup>, 2018



Aaron M. Jones  
Managing Director