

BYLAWS
OF
CORPUS CHRISTI FOUNDATION OF HOLLAND/ZEELAND

ARTICLE I

Purpose and Powers

The purpose for which the corporation is formed and the powers which it may exercise are set forth in its Articles of Incorporation.

ARTICLE II

Board of Trustees

Section 1. Number. The board shall consist of no fewer than nine and no more than fifteen trustees, including *ex officio* trustees, as determined from time to time by the board. At all times at least 2/3rds of the board shall be active registered parishioners of either St. Francis de Sales parish or Our Lady of the Lake parish.¹

Section 2. Ex Officio Trustees. The two individuals who are from time to time the acting pastors of the St. Francis de Sales parish and of the Our Lady of the Lake parish and the individual who is from time to time the acting principal of the Corpus Christi Catholic School shall be trustees of the corporation *ex officio* and, therefore, shall not be assigned to a class.²

Section 3. Election and Term of Office. The first board of trustees consists of those persons the incorporators designate in the Articles of Incorporation. A board of trustees to succeed the first board of trustees shall be elected at the trustees' first annual meeting. The trustees shall be divided into three classes at this first election. One-third of the trustees shall constitute the first class and shall be elected to a term ending at the next succeeding annual meeting. One-third of the trustees shall constitute the second class and shall be elected to a term ending at the second succeeding annual meeting. The remaining third of the trustees shall constitute the third class and shall be elected to a term ending at the third succeeding annual meeting. Thereafter trustees shall be elected to terms commencing upon expiration of the prior term of their class and ending at the third succeeding annual meeting. Nominations of individuals to serve as trustees shall be made by the Nominating Committee.

Section 4. Resignation and Removal. A trustee may resign by written notice to the corporation Secretary. A majority of trustees then in office may remove a trustee with or without cause.

¹ This section was amended on October 27, 2004.

² This section was amended on October 27, 2004.

Section 5. Vacancies. Trustees then in office may fill a vacancy or newly created position on the board by majority vote for a specified term or until a successor is elected. Nominations to fill a vacancy shall be made by the Nominating Committee.

Section 6. New Trustees. The corporation Secretary shall provide each new trustee with current copies of the Articles of Incorporation, bylaws, and other pertinent information regarding the organization and operation of the corporation.

Section 7. Powers. The board manages the corporation's business and may exercise all the corporation's powers.

Section 8. Term Limits. Notwithstanding anything herein to the contrary, a trustee may serve only a maximum of two continuous three year terms; provided, that if the first term of a trustee is less than three years, then that trustee may serve an additional two continuous three year terms in addition to the first partial term. This term limit provision shall not apply to any *ex officio* trustees.³

ARTICLE III

Committees

Section 1. Establishment. The board may establish standing or special committees from time to time as it deems appropriate to conduct the activities of the corporation and shall define the powers and responsibilities of each committee. The Chairperson shall appoint the members and chairperson of all committees. Committee-appointed members shall serve until their successors are appointed, subject to removal at any time by the board.

Section 2. Nominating Committee. The Nominating Committee shall be a standing Committee. It shall make nominations to fill vacancies on the board of trustees created by expiration of term, death, resignation, removal, or increase in number. Nominations shall be made only after consultation with representatives of the School and the two parishes. In making nominations the committee shall attempt to fairly balance representation on the board from the two parishes.

Section 3. Powers. No committee shall act on behalf of the board unless specifically authorized to do so and unless all committee members are trustees.

Section 4. Rules. Each committee may adopt rules for its own governance not inconsistent with these bylaws.

³ This section was amended on November 15, 2006.

ARTICLE IV

Trustees' Meetings

Section 1. Regular Meetings. Regular board meetings will be held at the time and place fixed in advance by the board at a board meeting. No notice of such meetings to a trustee is necessary, if the trustee was present at the board meeting at the time that the time and place of the upcoming regular meeting was scheduled. The board shall have an annual meeting to be held at a time and place fixed in advance by the board at a board meeting, but no later than September 30th of each year. No notice of such annual meeting to a trustee is necessary, if the trustee was present at the board meeting at the time that the time and place of the annual meeting was scheduled.⁴

Section 2. Special Meeting. The President may call a special meeting of the board at any time. The President shall call a special meeting of the board at the request of a majority of the trustees.

Section 3. Notice of a Special Meeting. Notice of a special meeting of the board stating the time, place, and purposes of the meeting must be given to each trustee by one of the following methods:

- (a) by mailing a written notice of such meeting to such address as the trustee designates from time to time or, in the absence of designation, to the last known address of the trustee at least 5 days before the date set for such meeting;
- (b) by personally delivering a written notice of such meeting to the trustee at least 2 days in advance of such meeting;
- (c) by orally notifying the trustee of such meeting at least 2 days in advance, either personally or by telephone; or
- (d) by transmitting notice of such meeting to the trustee at least 2 days in advance:
 - (i) by telecopier or telex to the trustee's last known office or home or to such other location as the trustee designates from time to time, or
 - (ii) by electronic mail message to the trustee's last known electronic mail address or to such other electronic mail address as the trustee designates from time to time, except that, if the transmitted notice is returned as undeliverable, a different permitted method of notification must be used.

⁴ This section was amended on March 7, 2001.

Section 4. Waiver of Notice of Meetings. A trustee's attendance at or participation in a meeting waives any required notice to the trustee of the meeting, unless, at the beginning of the meeting or upon the trustee's arrival, the trustee objects to the meeting or the transacting of business at the meeting and does not thereafter vote for or assent to any action taken at the meeting. A trustee may waive in writing any right to notice before or after a meeting.

Section 5. Quorum. A majority of the number of trustees designated by the board under Section 1 of Article II shall constitute a quorum for the transaction of business, irrespective of and without reference to any vacancy on the board at the time of the meeting. The act of a majority of those trustees present at any meeting at which there is a quorum is the act of the board, except as provided by law, the Articles of Incorporation, or these bylaws.

Section 6. Vote Required. The board shall elect trustees by a plurality of votes cast. The board shall authorize all other board actions by a majority of votes cast.

Section 7. Voting Rights. Each trustee present in person at a board meeting is entitled to one vote.

Section 8. Conduct of Meetings. Trustees' meetings shall generally follow accepted rules of parliamentary procedure. The presiding official has authority over matters of procedure and may adopt any other form of procedure suited to the business being conducted.

Section 9. Action Without a Meeting. Unless otherwise provided by the Articles of Incorporation, any action may be taken without a meeting, prior notice, or vote if all trustees consent to the action in writing.

Section 10. Electronic Participation in Meeting. A trustee or a member of a committee may participate in a meeting by means of a conference telephone or similar communications device through which all persons participating in the meeting can communicate with the other participants. Such participation in a meeting constitutes presence in person at the meeting.

ARTICLE V

Officers

Section 1. Appointment. The board of trustees shall appoint a President, Secretary, and Treasurer and may elect from their number a Chairperson. The board may also appoint one or more Vice Presidents and other officers and agents that it deems necessary. The board need not appoint or elect an officer to an office that is already filled and whose term has not expired. The same person may hold two or more offices, but an officer may not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law, the Articles of Incorporation, or these bylaws to be executed, acknowledged, or verified by two or more officers.

Section 2. Term, Removal, and Vacancies. An officer shall hold office until the next annual meeting of the board of trustees, and until a successor is elected or appointed and qualified, or until the officer's death, resignation, or removal. The board may remove an officer with or without cause. An officer may resign by written notice to the corporation Secretary. The resignation is effective upon its receipt by the corporation or a later date specified in the notice.⁵

Section 3. Chairperson of the Board. The Chairperson of the board, if one is elected, shall preside when present at all meetings of trustees. The Chairperson shall have such other duties and have such powers as the board specifies.

Section 4. President. The President is the chief executive officer and, unless there is a Chairperson of the board and he or she is present, shall preside at all trustees' meetings. The President shall sign bonds, mortgages, and other contracts and agreements on the corporation's behalf, except when the board specifies the same to be done by some other officer or agent. The President shall see that all orders and resolutions of the board are carried into effect and shall perform all other duties necessary or appropriate to the office of President. An individual may serve as President for a maximum of two consecutive years.⁶

Section 5. Vice Presidents. The board may designate one or more Vice Presidents to perform the duties and exercise the authority of the President during the President's absence or disability. Each Vice President shall perform other duties that the President assigns or the board prescribes.

Section 6. Secretary. The Secretary shall cause to be recorded and maintained minutes of all meetings of the board and board committees. The Secretary shall cause to be given all notices required by law, these bylaws, or resolution of the board and shall perform other duties that the President assigns or the board prescribes.

Section 7. Treasurer. Except as otherwise prescribed by the board, the Treasurer shall oversee the custody of the corporate funds and securities; cause to be kept in books belonging to the corporation a full and accurate account of all receipts, disbursements, and other financial transactions of the corporation; and deposit all funds to the credit of the corporation in such depositories as the board designates. The Treasurer shall perform other duties that the President assigns or the board prescribes.

Section 8. Other Officers. The board may from time to time appoint other officers to perform duties and exercise authority that the President assigns or the board prescribes.

⁵ This section was amended on March 7, 2001.

⁶ This section was amended on July 18, 2007.

ARTICLE VI

Indemnification

Section 1. Scope of Indemnity. The corporation shall indemnify its trustees and officers against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with any actions or suits brought or threatened against them, including actions by or in the right of the corporation, by reason of the fact that such person was serving as a trustee or officer of the corporation, to the fullest extent permitted by the Michigan Nonprofit Corporation Act. The corporation may indemnify persons who are not trustees or officers to the extent authorized by resolution of the board of trustees or by contractual agreement authorized by the board of trustees. A change in the Michigan Nonprofit Corporation Act, the Articles of Incorporation, or these bylaws that reduces the scope of indemnification shall not apply to any action or omission that occurs before the change.

Section 2. Authorization of Indemnification. Unless ordered by a court or otherwise provided by law, the corporation shall indemnify a person only upon determination that the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the corporation's best interests. Such determination shall be made (1) by majority vote of a quorum of the board consisting of trustees who were not parties to the action or suit, (2) if a quorum of disinterested trustees is not obtainable, by a majority vote of a committee of trustees who were not parties to the action and consisting of not less than two disinterested trustees, or (3) by independent legal counsel in a written opinion.

Section 3. Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee, nondirector volunteer, or agent of this corporation or is or was serving at the corporation's request in any other enterprise against any liability incurred in such capacity.

ARTICLE VII

General Provisions

Section 1. Checks. All corporation checks or demands for money and notes shall be signed by such persons as the board designates.

Section 2. Fiscal Year. The corporation's fiscal year ends June 30.

↑
December 31st

voted on
11/14/2012

ARTICLE VIII

Dedication of Assets

Section 1. Use of Funds. The corporation's funds and property shall be used exclusively for the corporation's purposes set forth in the Articles of Incorporation. No part of the income or assets of the corporation shall inure to the benefit of any individual or trustee.

Section 2. Dissolution and Liquidation. If the corporation's purposes fail or if the corporation ceases to be approved as a tax-exempt organization under the Internal Revenue Code, and any such defect is not cured by appropriate amendment, or if the corporation voluntarily dissolves, then all of the corporation's assets and accumulated income shall be distributed to the Corpus Christi Catholic School or, if such school has ceased to exist and operate, equally to and between the St. Francis de Sales and the Our Lady of the Lake parishes of the Roman Catholic Diocese of Grand Rapids or, if either parish is not then in existence, then all to the other parish. If neither parish is in existence, then all of the corporation's assets and accumulated income shall be distributed to and among such other organizations and in such proportions as the trustees (or, in default of designation by the trustees, the Circuit Court for the County of Ottawa, Michigan) shall designate, provided that each organization receiving such assets is qualified as tax-exempt under Section 501(c) (3) of the Internal Revenue Code or the corresponding provisions of any subsequent federal tax laws. The corporation shall be dissolved after all its property has been distributed.⁷

ARTICLE IX

Amendments

The board may amend or repeal these Bylaws by vote of a majority of the number of trustees designated by the board under Section 1 of Article II, irrespective of and without reference to any vacancy on the board at the time.

Dated: October 25, 2007

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⁷ This section was amended on June 14, 1999.