

**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 two-thirds of the board shall be active registered parishioners of either St. Francis de Sales parish or Our Lady of the Lake parish.

Section 2. Ex Officio Trustees. The acting pastor of St. Francis de Sales parish, the acting pastor of Our Lady of the Lake parish, and the acting principal of Corpus Christi Catholic School shall be trustees of the corporation *ex officio* and, therefore, shall not be assigned to a class.

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 or President. A majority of trustees then in office may remove a trustee with or without cause.

Section 5. Vacancies. Nominations to fill a vacancy shall be made by the Nominating Committee. The nominations then shall be presented at the next board meeting and shall be considered approved if supported by a majority vote of the board of trustees at such meeting.

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. Such information may be given in an electronic format at the discretion of the corporation Secretary.

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 a maximum of two consecutive 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. A trustee may serve additional terms consistent with this Section 8 provided it has been at least 5 years since the last board meeting they served as a trustee.

### 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 President 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. Nothing shall prevent a former trustee from serving on a committee. A majority of trustees may remove a committee member with or without cause.

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. Finance Committee. The Finance Committee shall be a standing Committee. The role of the finance committee is primarily to provide financial oversight for the organization. Typical task areas include budgeting and financial planning, financial reporting, and the creation and monitoring of internal controls such as audits. The Finance Committee shall work with a financial planner to draft an investment policy detailing the objectives of the investment portfolio, guidelines on the asset allocation of the portfolio based on a predetermined level of risk tolerance, authorizations for executing transactions, disposition of earned income, and to invest foundation funds in accordance with such policies. The committee shall meet no less than quarterly to review assets and to ensure investments are in accordance with the committee's policies. The committee shall consult with other established committees when determining the annual budget. At least 50% of the committee members shall be trustees.

Section 4. Development Committee. The Development Committee shall be a standing Committee. The committee helps the Board carry out its due diligence function related to assuring fiscal health through philanthropy and fund development. The committee shall institutionalize the philanthropic process within the Board and its individual members, and shall develop marketing efforts to help grow the assets of the foundation and to bring awareness to the mission of the foundation. The committee shall cultivate both minor and major gifts, and shall provide leadership in suggesting all trustees support the foundation through a financial gift. The committee and its subcommittees shall coordinate public outreach and marketing efforts for the foundation. The Committee shall be responsible for applying for grants to support the mission of the foundation. At least 50% of the committee members shall be trustees.

Section 5. Distribution Committee. The Distribution Committee shall be a standing Committee. The Committee shall determine a rubric for distributing grants given from the foundation to Corpus Christi School, Our Lady of the Lake, St. Francis de Sales and the ministries of such entities. The Committee shall evaluate request for grant funds and shall make a recommendation to the Board as to what grant requests it wishes to fund.

Section 6. Bylaw Committee. This committee shall be a special committee that shall be convened by the President at least bi-annually. The committee shall be led by the President, shall be limited to current trustees, and shall have at least three other members of the board. The committee shall review the bylaws to ensure compliance with current board practice, and to make recommendations to the board for modification.

Section 7. Executive Committee. The Executive Committee shall be comprised of the President, Immediate Past President, Vice-President, Treasurer, Secretary, chairperson of the Finance; chairperson of the Distribution committee; and chairperson of the Development committee. The Executive Committee shall review major issues the foundation faces and make preliminary decisions for discussion and voting at the next full board meeting. The committee may make routine decisions on behalf of the board in-between board meetings, subject to full board approval and oversight. The committee shall have other responsibilities as indicated throughout the Bylaws.

Section 8. Powers. No committee shall act on behalf of the board unless specifically authorized by the board and is subject to board oversight. The board may delegate additional responsibilities to each committee from time to time as issues arise.

Section 9. Rules. Each committee may adopt rules for its own governance not inconsistent with these bylaws. Each committee may create sub-committees as necessary.

Section 10. Abolishment of standing committees. A standing committee may be abolished at a board meeting if approved by two-thirds or more of the trustees present to vote.

## 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 30<sup>th</sup> 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.

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. Notice can be by any of the following methods unless a trustee requests that they be provided mailed notice and such request is in writing:

- (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.

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 and unless specified elsewhere in these bylaws, conduct 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 elect, by majority vote, a President, Secretary, and Treasurer. 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.

Section 3. Immediate Past President. After the President concludes their election as President, they shall serve for one additional year in the role of Immediate Past President as long as they are not term limited as indicated in Article 2, Section 8. The role of the Immediate Past President is to serve on the executive committee for a 1-year term, and to perform any additional duties as designated by the board of trustees.

Section 4. President. The President is the chief executive officer he or she 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.

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 be the head of the Finance Committee and shall perform other duties that the President or 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.

## 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 on December 31.

## 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.

## 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: January 17, 2018\*

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\* These Bylaws have been amended on June 14, 1999; March 7, 2001; October 27, 2004; November 15, 2006; July 18, 2007; and January 17, 2018.