

HOLY FAMILY SCHOOL BYLAWS

Article One: Offices

The principal office of the corporation shall be located at 2606 Carpenter Road Southeast, City of Lacey, County of Thurston, State of Washington.

Article Two: Objectives

Holy Family School is an Independent/Level II Catholic school within the Archdiocese of Seattle, under the spiritual leadership of the Archbishop of Seattle, and is affiliated with Sacred Heart Parish. The school follows the teachings of the Roman Catholic Church summarized in, but not limited to, the Catechism of the Catholic Church, Second Edition, and, in particular, the guidance of the Holy Father, the Bishop of Rome, and the Magisterium of the Church. The prime objective of Holy Family School is to provide excellence in education in a Catholic environment.

Article Three: Members

Section 1. Classes. The corporation shall have three (3) classes of members as provided in Article V of the Articles of Incorporation. They are, in brief, 1) Effective Members — the Directors of the school, 2) Obligatory Members — parents or guardians of the children, the teachers and staff, and 3) Beneficial Members — the children. Membership, including employment, is voluntary, and all members are expected to uphold the objectives of Holy Family School as stated in Article Two of these bylaws.

Section 2. Termination of Membership. The Board of Directors, by affirmative vote of three-fifths (60%) of all the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and by a majority vote of those present at any constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in payment of tuition for the period fixed hereinafter.

Section 3. Resignation. Any member may resign by filing a written resignation with the President/Chairperson of the Board of Directors, but such resignation shall not relieve the member so resigning of the obligation to pay any tuition, assessments or other charges theretofore accrued and unpaid.

Section 4. Reinstatement. On written request signed by the former member and filed with the President/Chairperson, the Board of Directors, by the affirmative vote of three-fifths (60%) of the members of the Board, may reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

Section 5. Transfer of Membership. Membership in this corporation is not transferable or assignable.

Article Four: Meetings of Members

Section 1. Annual Membership Meetings. The Board of Directors shall call an annual open membership meeting during May of each year.

Section 2. Special Meetings. Special meetings of the members may be called by the President/Chairperson, the Board of Directors, or no less than one-tenth (10%) of the members having voting rights, at a place designated by the Board of Directors. If no designation is made, the place of the meeting shall be the principal office of the corporation in the State of Washington.

Section 3. Notice of Meetings. Written or printed notice stating the place, day and hour of the annual membership meeting, or any meeting of the members, shall be delivered either personally or by mail, to each member, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the President/Chairperson. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice.

Article Five: Board of Directors

Section 1. The Responsibility of the Board of Directors. The overall purpose of the Board of Directors is to oversee the educational, administrative and financial affairs, and the development of the school. The Principal is hired and retained by the board. He/she is a practicing Catholic and the educational leader of the school. He/she has responsibility for day-to-day operations, is charged with the execution of the board approved budget, is non-voting, and serves in an advisory capacity to the Board. The Board's chief areas of responsibility are: establishing a mission statement and strategic plan, developing and overseeing broad policy, providing financial management, providing and overseeing public relations, and supervision of the Principal. Board members must recognize Catholic education as a ministry of the Church. As a member of the Board, they represent the interests of the school and Catholic Church teaching. They must deliberate with justice and charity, serve willingly, and contribute their personal talents and expertise.

Section 2. General Powers. The affairs of the corporation shall be managed by its Board of Directors.

Directors need not be residents of the State of Washington.

Section 3. Number of Directors. The number of directors shall be no more than twelve (12). In order to ensure our Catholic identity and mission as a Level II school, and to provide pastoral presence to the board, one director shall be a pastor (past or present), priest, sister, deacon or parish lay person of the Catholic Church, appointed by the Board, approved by the Archbishop of the Seattle, and shall serve as a non-voting member at the pleasure of the pastoral presence member's superiors in the Church. Once appointed, that member may only be dismissed by his or her superiors in the Church. The other directors shall be appointed by the Effective Members. Staff members are not eligible to serve on the Board of Directors. The President/Chairperson of the Board, and at least two-thirds (2/3) of the Board will be practicing Catholics. A maximum of six and a minimum of one of the board members shall be a parent or guardian of a student currently enrolled in Holy Family School. The terms of all elected directors shall be for three years each, with three directors elected in the first year and two elected in each of the second and third year of a three-year cycle, and the same rotation shall continue into the future. Should a vacancy occur among the elected directors, the remaining directors shall appoint an individual to serve the remainder of the term. In the event of a tie when appointing a new director to fill any vacancy, the President/Chairperson of the Board of Directors shall be the tie-breaker in appointing a new director.

Section 4. Oath. Every board member shall agree by oath to uphold the objectives of Holy Family School as stated in Article Two of these bylaws.

Section 5. Regular Meetings. Regular meetings shall be held by the Board of Directors on at least a monthly basis or at the discretion of the board members.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President/Chairperson or any three (3) directors, and shall be held at the principal office of the corporation or at such other place as the directors may determine.

Section 7. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 8. Board Decisions. 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 these bylaws. Minutes of all open and special board meetings shall be recorded and made available to the general membership in written form within four weeks, except minutes from executive sessions dealing with confidential matters like personnel, finances, etc., whereby private minutes are to be kept only the subject matter need be disclosed.

Section 9. Compensation. Directors as such shall not receive any remuneration for their services.

Section 10. President. The Board shall elect from its members a President/Chairperson who shall coordinate the activities of the Board and set the agenda for all Board of Directors meetings.

Section 11. Principal and Committees. The Board may, at their discretion, delegate to the Principal, any duties and/or responsibilities as deemed necessary and/or appropriate. These delegated duties and responsibilities will be enumerated in the "Job Description for Principal" and referenced in the "Faculty/Staff Policy Handbook"

The Board shall designate committees and appoint members of said committees as needed in the proper functioning of Holy Family School. Should it be deemed advisable, the Board may allow for the election of committee members by the obligatory members of certain committees.

Section 12. Conflict of Interest. No Board member shall be allowed to hold any salaried or elected position with the school while serving on the Board of Directors.

Section 13. Nominations.

All nominations to the Board of Directors may be submitted in writing to any member of the Board of Directors. The Board of Directors will verify that all nominees meet the requirements and qualifications of an Effective Member in accordance with the Articles of Incorporation and Bylaws of Holy Family School, and that there is no conflict of interest which might prevent this person from being an effective board member.

Article Six: Officers

Section 1. Officers. The officers of the corporation shall be a President, a Vice President, a Secretary/Treasurer, and such other officers as may be elected with the provisions of the bylaws.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors. Each officer shall hold office until his successor has been duly appointed. Unless otherwise determined by vote of directors, the Chairperson of the Board shall also serve as President of the corporation.

Article Seven: Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board of Directors may authorize any agent or agents of the corporation to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation and such authority shall be general or may be confined to specific instances.

Section 2. Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, noted, or other evidences of indebtedness issued in the name of the corporation shall be signed only by Board of Directors members, the Principal of Holy Family School, or other designee of the Board.

Section 3. Deposits. All funds of the corporation shall be deposited in a timely manner to the credit of the corporation at such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for any purpose of the corporation.

Section 5. Comptroller/Bookkeeper. The comptroller/bookkeeper of the corporation shall be responsible to the Board of Directors in support of the Principal's execution of the day-to-day financial/budget responsibilities of the corporation.

Article Eight: Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having and exercising any of the authority of the Board of Directors. A record of the names and addresses of the members entitled to vote shall be kept. All records shall be kept at the principal office of the corporation, or at a location deemed appropriate by the Board President.

Article Nine: Fiscal Year

The fiscal year of the corporation shall be August 1 to July 31.

Article Ten: Tuition

Section 1. Annual Tuition. The Board of Directors shall determine from time to time the amount of

registration fee, if any, and an annual tuition payable to the corporation by parents or guardians of their children, and shall give appropriate notice to each class of membership.

Section 2. Payment of Tuition. Tuition shall be payable in advance by the 10th day of each month in each year. By payment of tuition a new parent/guardian is accepted into membership.

Section 3. Default and Termination of Membership when he or she is in default in payment of tuition for a period of two (2) months from the beginning of the period for which said tuition became payable, the membership may thereupon be terminated by the Board of Directors as provided hereinabove.

Article Eleven: Amendment of Bylaws

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a majority of the Board of Director members present at any regular or special meeting, if at least two days written notice is given of intention to alter, amend, repeal or adopt new bylaws at such meeting.

Article Twelve: Indemnification of Officers and Directors

To the full extent permitted by law, the corporation shall indemnify any person who is presently serving, or has served in the past as an officer or director of the corporation, from any liability whatsoever that directly arises from and because of acts or omissions undertaken in good faith as an officer or director of the corporation and the corporation shall also pay or reimburse such person for all costs and expenses which they incur (including attorney fees) in investigating or defending any claim or allegation of liability which is based on any act or omission of such person taken in good faith as an officer or director of the corporation.

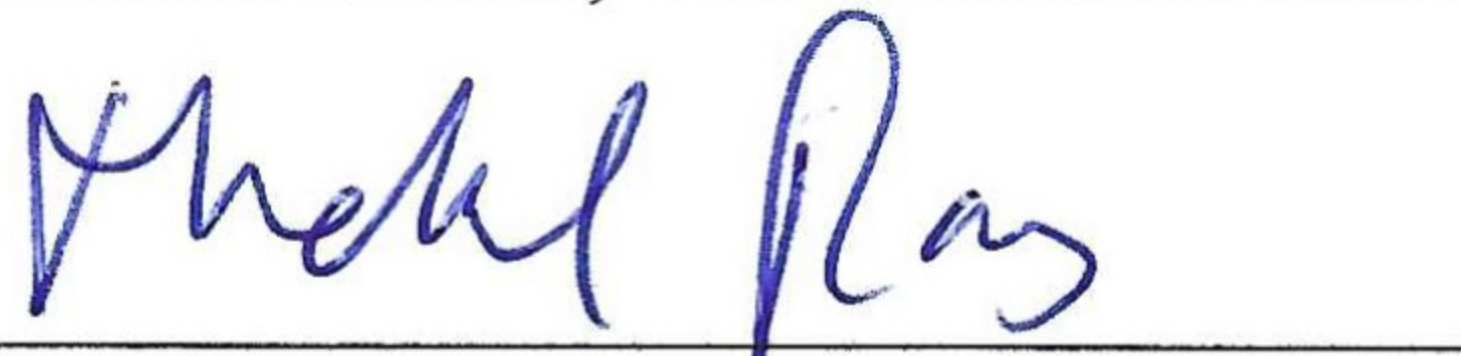
The corporation, in the absolute discretion of its Board of Directors, may also, on a case-by-case basis, indemnify employees from any liability directly arising from and because of acts or omissions undertaken in good faith as an employee of the school, and/or it may also reimburse costs and expenses for investigation and defense of claims or allegations of liability which arise from and because of acts or omissions undertaken in good faith during the course of employment.

Original Document Dated this 25th day of May, 2021, at Lacey, Washington

David Gedrose, President

A handwritten signature in blue ink, appearing to read "David Gedrose", written over a horizontal line.

Michael Ramos, Vice-President and Secretary

A handwritten signature in blue ink, appearing to read "Michael Ramos", written over a horizontal line.

Kris Baird, Board Member

Kris Baird

Annette Bagley, Board Member

Annette Bagley

Claudia Barberi, Board Member

Claudia Barberi

Teresa Burgman, Board Member

Teresa Burgman

Franklin Plaistowe, Board Member

Franklin Plaistowe

Jason Rundell, Board Member

Jason Rundell

Deacon Ronald San Nicolas, Board Member

Ronald San Nicolas

Dates of Revision: May 4, 1995; May 20 2002; May 29, 2008; January 31, 2010; February 9, 2011; November 19, 2012; August 29, 2018; May, 25, 2021.

