

**AMENDED AND RESTATED BYLAWS OF
ST. PAUL UNIVERSITY CATHOLIC FOUNDATION, INC.**

(Approved March 31, 2016)

ARTICLE I

Name & Seal

Section 1.1—Name: The name of the Corporation is the St. Paul University Catholic Foundation, Inc. (“Foundation”).

Section 1.2—Seal: The Foundation shall have no corporate seal.

ARTICLE II

Foundation Membership

Section 2.1—Classes, Conditions, and Rights of Voting Members: The classes, conditions, and rights of voting members are those in Sections 1 through 7 of ARTICLE III, AMENDED AND RESTATED ARTICLES OF INCORPORATION (hereinafter referred to as “ARTICLES OF INCORPORATION”), approved March 31, 2016.

Section 2.2—Meetings of Foundation Members:

- a) **Place of Meetings.** Unless specified in the notice all meetings of the Members, whether annual or special, shall be held on the premises of the Foundation, 723 State Street, Madison, Wisconsin 53703.
- b) **Time and Notice of Meetings.** The annual membership meeting of the Foundation shall be held at a date and hour fixed by the Board, provided it is scheduled between April 1 and May 31 and during the Spring Term of the University of Wisconsin-Madison, at a time in which school is in session and students are available to attend.

Special meetings of the membership of the Foundation may be held at the request of any three Directors or at the written request of three hundred of the University and Community members; the names of the latter two classes to be certified by the Pastor and by any Membership Committee if one is established by the Board.

Notice of the time and place and the agenda of the annual, as well as any special meeting, shall be published on the parish website, announced from the pulpit on two consecutive weekends prior to the meeting and shall be emailed to all students and Foundation members for whom email addresses are available not less than ten days in advance of the meeting. The foregoing shall be deemed sufficient notice, but at its sole discretion, the Board may elect to provide notice of any special or annual meeting by regular mail of the U.S. Postal Service.

c) Membership Meeting Quorums:

- 1) Annual Meeting. A quorum for the conducting of any authorized business at the annual membership meeting shall consist of 5% of the members of the Foundation, as certified by the Pastor and/or any then-constituted Membership Committee at least ten (10) days prior to the annual meeting. These members may be present either in person or by submission of an electronic absentee ballot authorized by the Board. Upon petition by not less than twenty-five (25) Foundation members, presented to the Board not less than thirty (30) days preceding an annual membership meeting, a matter shall be placed by the Board on the agenda for action at that annual meeting.
- 2) Special Meetings. A quorum for the transaction of business shall consist of 10% of the members of the Foundation as certified by the Pastor and/or any then-constituted Membership Committee at least twenty (20) days prior to a Special Meeting. They may be present either in person or, if authorized by the Board, by submission of an absentee ballot.
- 3) Dissolution. A quorum to consider dissolution of the Foundation shall consist of 10% of the members of the Foundation as certified by the Pastor and/or any then-constituted Membership Committee not less than thirty (30) days prior to a meeting

called to consider dissolution of the Foundation. They may be present either in person or, if authorized by the Board, by submission of an absentee ballot.

- 4) Before the transaction of any official business at any meeting, whether annual or special, the Board shall receive from the Pastor the list of those eligible to vote.

Section 2.3—Termination of Foundation Membership: Any member of the Foundation may be removed from membership by the affirmative vote of two-thirds of the Board of Directors. Such member shall be entitled to notice of the proposed action not less than twenty days prior to such a vote.

ARTICLE III

Board of Directors

Section 3.1—Number: The number of Directors (Board) is eleven, made up as follows:

- a) The ex-officio Directors, clerical and student, designated in Section 2, ARTICLE IV of the ARTICLES OF INCORPORATION. The number of ex-officio student directors, as permitted by that ARTICLE and designated by the Board of Directors of Badger Catholic, Inc., from among the members of that foundation, shall be one. However, upon petition by the Board of Directors of Badger Catholic, Inc. , Inc., the Board may upon a two-thirds majority vote temporarily accept designation of an additional student for a term ending with the next annual election of Foundation Directors.
- b) Eight elected non-clerical directors chosen by and from the members of the Foundation, none of whom may be currently enrolled students at the University of Wisconsin-Madison.

Section 3.2—Terms: The terms of the Directors shall be as follows:

- a) The clerical ex-officio directors shall serve for the duration of his term in the office from which his directorship is derived and until the qualification of his successor in such office. The student ex-officio member shall have a term of two years, beginning at the first board meeting after the annual membership meeting in the year of election.
- b) Elected directors shall each serve a three-year term for which they have been elected. Their terms shall be staggered so that approximately one-third shall be chosen each year, with each non-clerical director's term beginning with the first Board meeting after election by the Board and ending upon the election and qualification of his or her successor. An individual shall not be eligible for election for more than three full successive terms; provided, however, that after the lapse of twelve months following the date on which the third full term expired, such individual shall again become eligible for election to as many as two more successive full terms on the Board.

Section 3.3—Vacancies:

- a) Vacancy in an ex-officio directorship shall be filled by appointment and qualification of a successor in the particular office, consistent with ecclesiastical authority.
- b) Whenever any vacancy shall occur in any elected non-student, non-clerical directorship by death, resignation, or otherwise, the Board shall elect a member to complete the unexpired term of his or her predecessor in office. Where an expansion of the number of authorized non-student, non-clerical director positions arises, the Board, as provided by Wisconsin Statute section 181.0811, may appoint new directors to appropriately staggered terms. Such appointment is subject to prior submission of the name or names of proposed candidates to the Bishop for review and potential rejection within fifteen (15) calendar days, as provided in ARTICLE IV, Section 5, of the ARTICLES OF INCORPORATION.
- c) Whenever any vacancy shall occur in any student directorship by death, resignation, or otherwise, Badger Catholic, Inc., may appoint a replacement from among its Board of

Directors or from among student members of that entity to serve the remainder of the student director's unexpired term.

- d) No elected non-clerical or student directorship shall become vacant automatically upon the expiration of the incumbent's term but the incumbent shall continue in office until his or her successor shall have been elected and qualified.

Section 3.4—Termination of Directorship: An elected non-clerical or student Director may be removed from office with or without cause by the affirmative vote of two-thirds of the Directors then in office, taken at a special meeting of the Board called for that purpose. Such Director shall be entitled to notice of the proposed action not less than twenty days prior to such meeting.

Section 3.5—Board Meetings:

- a) Place of Meetings. All meetings of the Board shall be held in Madison, Wisconsin, unless otherwise specified by the officers.
- b) Time, Notice, and Conduct of Meetings. The Board shall meet at least quarterly in regular meetings at a time and place specified by the Board. Advance notice of all meetings shall be required, and the Board may by resolution determine the advance notice required. At least one regular meeting of the Board shall be held between April 1 and May 31 of each year at which the election of directors shall be conducted by the Board. A regular meeting also shall be held between August 1 and December 31 of each year.

Special meetings shall be held at the written request of any three Directors. For special meetings, notice of the time and place shall be mailed, emailed, or otherwise given not less than five days in advance of such meeting.

A Director may waive notice of an annual or special meeting by signed waiver given prior to the meeting, or by actual attendance at the meeting. A Director who at-

tends a meeting and objects thereto to the transaction of any business because the meeting is not lawfully convened shall not be deemed to have waived notice.

Directors may participate in any regular or special meeting or in any meeting of a committee of Directors by any means of communication by which either (1) all participating Directors may simultaneously hear each other during the meeting or (2) all communication during the meeting is immediately transmitted to each participating Director and each participating Director is able to immediately send messages to all other participating Directors. If a meeting is conducted through the use of one of the foregoing means, all participating Directors must be informed that a meeting is taking place at which official business may be transacted. A Director participating in such a meeting is deemed to be present in person at the meeting. If requested by any Director, minutes of the meeting shall be prepared and distributed to each Director.

- c) Quorum; Voting; Notice of Proposed Action; Waiver of Notice. A majority of the Directors in office before the commencement of a meeting shall constitute a quorum for the transaction of business at any regularly convened meeting of the Board, provided that one shall be a clerical ex-officio Director. The action of the majority of Directors present at such meeting shall be the action of the Board except on matters on which the ARTICLES OF INCORPORATION or these BYLAWS require a larger vote.

Action on any matter may be taken by the Board at any regularly convened meeting, whether the notice of the meeting listed such matter for consideration, except as the ARTICLES OF INCORPORATION or these BYLAWS provide otherwise.

Action on any matter within its authority may, without the necessity of a meeting, be taken by Board by the written consent of at least two-thirds of the Directors then in office, provided both ex-officio clerical Directors vote in favor of the action.

The transaction of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, a written waiver of notice of the meeting, containing the same information as would have

been required to be included in a proper notice of the meeting, is signed by (a) each Director not present at the meeting and (b) each Director present at the meeting who objected thereat to the transaction of any business because the meeting was not lawfully called or convened. All such waivers shall be filed with and made a part of the minutes of the meeting.

Section 3.6—Authority and Duties of the Board:

- a) The Board is authorized to fulfill the purposes of the Foundation and to exercise all the powers delegated to it by the BYLAWS, the ARTICLES OF INCORPORATION, and the Wisconsin Statutes.
- b) The Board shall be responsible for the operation and long-range planning of the Foundation. It shall stimulate and coordinate the establishment of fiscal priorities and publish a summary of its activities at all annual meetings. It shall raise and administer funds needed for operation of the Foundation, including the physical plant.

Section 3.7—Directors Conflict of Interest Policy:

The Board of Directors shall adopt a conflict of interest policy that complies with all requirements of the Internal Revenue Code of 1986, as amended, and the regulations thereunder. The following provisions govern the validity of certain contracts and transactions, pursuant to Wisconsin Statutes section 181.0831. No contract or other transaction between the Foundation and one or more of its Directors or any other corporation, firm, association, or entity in which one or more of its Directors are directors or officers or has a material financial interest, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose, if (1) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents

of such interested Directors; or (2) the fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (3) the contract or transaction is fair and reasonable to the Foundation. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

No duality of interest or conflict of interest shall be deemed to arise from the responsibilities of either the Bishop or his representative, or the Pastor, as ex-officio Directors with respect to the governance pertaining to the Diocese of Madison including without limitation its affiliates, Catholic parishes and schools, and Catholic organizations, and their affiliates within the Diocese of Madison.

ARTICLE IV

Officers

Section 4.1—General Officers: The officers of the Foundation are:

- a) Ex-officio, the Pastor of St. Paul University Catholic Parish, as assigned by the Bishop of Madison;
- b) The Chair, who shall be elected annually by the Directors;
- c) The Vice-Chair, who shall be elected annually by the Directors;
- d) The Secretary, who shall be elected annually by the Directors;
- e) The Treasurer, who shall be elected annually by the Directors.
- f) Any other officers or assistant officers deemed necessary by the Board of Directors.

Section 4.2—Vacancies Among Elected Officers: Whenever any vacancy shall occur in any non-clerical office by death, resignation, or otherwise, the Board shall elect a non-clerical

Director to complete the unexpired term of his or her predecessor in office. No elected office shall become vacant automatically upon the expiration of the incumbent's term but the incumbent shall continue in office until his or her successor shall have been elected and qualified.

Section 4.3—Duties of Officers:

- a) The Pastor of St. Paul's: The Pastor of St. Paul's shall be involved in the Foundation's employment of non-clerical personnel, that is, without limitation, the recruitment, supervision, evaluation, and hiring and firing of such personnel. The Pastor shall be custodian of the Foundation's records.
- b) Chair. The Chair shall preside at all meetings of the Board or membership and perform such other duties as the Board shall delegate or assign, including but not limited to monitoring the timely formation of committees of the Board, appointing ad hoc committees of the Board, and coordinating the Annual Membership Meeting, all of which shall be subject to the Board's approval.
- c) Vice-Chair. The Vice-Chair shall assist the Chair in the fulfillment of the Chair's duties.
- d) Secretary. The Secretary shall keep or cause to be kept minutes of the meetings of the members, of the Board, and of committees, shall see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law, and shall perform such other duties as usually pertain to this office, all of which shall be subject to the Board's approval. If the Secretary is absent at a meeting of the Board of Directors, the Chair may appoint a temporary substitute secretary for that meeting.
- e) Treasurer. The Treasurer shall be responsible for managing the funds of the Foundation; shall arrange the deposit of all funds in the name of the Foundation in depositories selected by the Board; receive and give receipts for, money due and payable to the Foundation from any source; see to the payment of the financial obligations of the Foundation as they become due; maintain records of all transaction, and recommend the investment of surplus funds. The Treasurer shall render to the Board, and to the annual

membership meeting, and at other appropriate times, reports on the financial condition of the Foundation; and shall perform other duties usual to this office. The Treasurer shall exercise the office in conjunction with and as a member of the Finance-Operations Committee. The Treasurer may delegate the routine handling of these responsibilities to the Pastor or the latter's designees. The Treasurer shall arrange an annual audit by an independent public accounting firm approved by the Board. All these responsibilities shall be subject to the Board's approval.

ARTICLE V

Committees

Section 5.1—Committees: There shall be the following committees:

- a) Executive. The Executive Committee shall consist of the Pastor, Chair, Treasurer and Secretary. It shall meet as necessary to act on behalf of the Board in matter that requires immediate attention before the next Board meeting. It shall report on such actions to the Board at its next scheduled meeting.
- b) Finance-Operations Committee. The Finance-Operations Committee shall have at least three members, including the Pastor and the Treasurer as ex-officio members, and such other employees of the Foundation that the Pastor deems useful. The Finance-Operations Committee may operate informally and shall oversee and make recommendations and regulator reports, via the Pastor or the Treasurer, to the Board for the Board's approval concerning all financial matter of the Foundation, including without limitation, investments, budget development and management, income and costs.
- c) Ad Hoc Committees. There shall be such additional ad hoc committees as the Board of Directors may create. An ad hoc committee shall be addressed to a specific subject matter, such as membership, personnel, operations, or buildings and grounds. An ad hoc committee shall be created by Board action that determines and appoints the committee members and establishes the committee's duration as either continuous or with a fixed expiration date. At least one Board member must be on every ad hoc committee but

other committee members need not be Board members. Upon a committee member's departure from office by death, resignation, or otherwise, the Board may appoint a replacement committee member.

d) Capital Campaign Committee. There shall be a special committee known as the Capital Campaign Committee to implement, monitor, assess progress, and make recommendations, respecting the Foundation's approved Capital Campaign to raise \$25 million to build, endow, and operate a new chapel. The committee's existence shall expire on December 31, 2019, unless extended or terminated by the Board at an earlier date. This committee shall adhere to the ad hoc committee rules in this ARTICLE V, except as provided herein.

a. With respect to membership in this committee, Sections 5.2a, 5.2b, and 5.2f of this ARTICLE V, shall apply. The committee shall have not less than ten voting members and more than that number by vote of the Board. There shall be no advisory members. The committee shall elect a chair or a replacement of a chair at its discretion. At least one Director of the Board shall be a member of the committee. The membership of the committee shall be approved from time to time by majority vote of the Board, upon recommendations by the Pastor or the chair of the committee. A committee member's term runs from the date of appointment by the Board to May 31 of the second full calendar year after the year of appointment. A member remains in office until a specific successor is appointed by the Board. Four consecutive unexcused absences justify, but do not require, the chair of the committee to recommend that the Board remove a committee member. Committee members need not be Foundation members, but shall be encouraged to join.

b. With respect to committee procedures, Sections 5.3a, 5.3b (except the requirement for public parish notice of meeting in a bulletin or on the parish website), and 5.3c through 5.3f, of this ARTICLE V shall apply. The committee shall design its work to be done in monthly meetings for calendar 2012 and 2013, and thereafter shall meet not less than quarterly. Five calendar days' notice of the date of a meeting shall be provided by the committee chair to the Chair of the

Board and the committee members. The agenda for a meeting shall be provided to the Chair of the Board and committee members on not less than 48 hours' notice. Notice may be made by e-mail to an address previously designated for receipt of committee notices. No vote may be entered by a proxy. The Pastor or the Director member of the committee shall provide an oral report of the committee's work at each Board meeting.

Section 5.2—Membership in Committees:

- a) Pastor. The Pastor shall be an ex-officio voting member of each standing and ad hoc committee and shall be included in the number of members specified for each committee.
- b) Composition. At-large members are those who are not ex-officio members. Every standing or ad hoc committee shall have at least one Director. Committees may have non-voting advisory members appointed by the Chair, subject to the Board's approval.
- c) Appointment. The Chair of the Board shall endeavor to appoint the at-large members of the committees, subject to the Board's approval, within four weeks of the Board's meeting required between April 1 and May 31 of each year, and as promptly as possible in case of a vacancy. Committee members must be Foundation members or consent to membership upon appointment.
- d) Terms. The term of at-large membership in a committee shall be two years. Terms shall commence on the date of approval of Board appointment and expire May 31 of the final calendar year of the term. A committee position may be vacated by resignation, or may be declared vacant by the Chair of the Board, subject to the Board's approval upon two consecutive unexcused absences of a member. A person appointed to fill a vacancy shall be appointed to the unexpired portion of the term of their predecessor.
- e) Committee Chairs. Each committee shall elect a member of the committee as the chair of that committee, to serve in that capacity until the first meeting of the committee following the annual meeting of the Foundation. A committee chairperson may be appointed to consecutive terms as chair. The committee chair shall schedule meetings, set the agenda and regulate the conduct of the meetings. If a chairperson is unable to attend a meeting he or she may designate an acting chairperson for that meeting.

- f) Staff Liaisons. Non-clerical pastoral staff shall not be appointed as at-large members, but the Pastor may designate one or more staff persons to assist each committee, including without limitation, helping to research issues before the committee or developing proposals for the committee's consideration and participating in committee meetings. Staff liaisons may not chair committee meetings or have a vote in those committee actions requiring a vote.

Section 5.3—Committee Procedures: Committees shall adhere to the following procedures, unless exempted by the Board in favor of an alternative procedure:

- a) Frequency of Meetings. Each committee shall meet at least once every three months, except that the Finance-Operations Committee shall meet informally and the Nominating Committee shall meet as prescribed in Section 5, ARTICLE IV of the ARTICLES OF INCORPORATION. Committees may meet more frequently as determined by the committee chair.
- b) Meeting Notice. Except for emergency meetings, committee chairs shall notify the Chair of the Board and members of committee meetings at least one week before the date of the meeting, and shall provide an agenda to members at least five calendar days before the meeting. Committee chairs should submit a bulletin announcement of the meeting to the Pastor, or his delegate, to arrange for posting on the Parish's website and posting on a public bulletin board at St. Paul's. The notice need not include a detailed agenda if it is not yet available at the time of posting or publication.
- c) Committee Secretary. Each committee chairperson shall designate a member to prepare a report of committee meetings and, as described in Section 5.3g, prepare reports of committee actions or recommendations, as appropriate, for submission to the Board.
- d) Committee Quorum. A committee quorum shall be a majority of the members of the committee and must include the committee chair or an acting committee chair designated by the chair.

- e) Committee Actions. Committees shall act on proposals by consensus of the committee members. If in the opinion of the committee chair a committee has made all reasonable efforts to reach consensus and is unable to do so, the committee may act by a majority vote of the member present at the meeting.
- f) Effect of Committee Actions. Except for the Executive Committee, committees are advisory to the Board and do not have authority to bind the Foundation. All substantive committee actions (except as specified in these Bylaws) shall be in the form of recommendations for adoption by the Board, or to the Executive Committee when exigent circumstances require.
- g) Committee Reports. Within ten (10) days of a committee meeting the committee secretary shall submit to the chair of the Board a written report summarizing the meeting, including members present and absent, describing matters considered, actions taken and whether those actions were by consensus or by vote, and if by vote reporting the vote, and any other matters the committee wishes brought to the attention of the Board.

ARTICLE VI

Miscellaneous

Section 6.1—Rules of Order: Except as otherwise provided in the ARTICLES OF INCORPORATION or in these BYLAWS, the rules contained in Robert’s Rules of Order revised shall govern the deliberations and affairs of the Foundation whenever applicable.

Section 6.2—Amendment: These Bylaws may be amended by affirmative vote of three-fourths of the Directors voting by written consent resolution under Wisconsin Statute or at any regularly convened meeting of the Board, provided such Bylaws as so amended shall be consistent with the laws of Wisconsin, the statutes of the Roman Catholic Diocese of Madison, a Wisconsin Corporation; and the Canon Law of the Roman Catholic Church; provided further that, to the extent found practical, the Directors shall receive at least a five-day written notice of the wording

or substance of proposed amendments; and provided further that the affirmative three-fourths vote of the Directors must include the affirmative votes of the two ex-officio clerical Directors.

Section 6.3—Fiscal Year: The fiscal year of the Foundation shall begin on July 1 of each year and end on June 30 of the next calendar year.