

THIRD AMENDED AND RESTATED BYLAWS
OF
OUR LADY OF MERCY SCHOOL BOARD

These Bylaws shall govern the operations of the School Board (the “Board”), of Our Lady of Mercy School (the “School”) of the Roman Catholic Diocese of Baton Rouge, and its Members, Officers and Committees.

Section 1

School Board Composition, Appointment, Voting, Qualifications and Terms

1.1. School Board Members.

1.1.1. Appointed Members/Number. The number of appointed Members shall be determined as provided in section III.A.1 of the Constitution.

1.1.2. Ex-Officio Members. Ex-Officio Members shall be those designated in Section III A.2 of the Constitution. Except for the right to vote, which is reserved to appointed Board Members, Ex-Officio members of the Board may participate in all meetings and discussions to the same extent and manner as appointed Board Members.

1.2. Appointment and Removal of Board Members. Members of the Board shall be appointed and removed as provided in section III.B. of the Constitution.

1.3. Eligibility to Vote. As provided in section III.C of the Constitution, only appointed Members of the Board shall be eligible to vote on any matter presented to the Board for a vote.

1.4. Qualifications. Members shall have such qualifications as provided in section III.D of the Constitution.

1.5. Terms of Office. Terms of appointed Members shall commence on July 1 of the year in which they are appointed and end June 30 three (3) years thereafter, as set forth in section III.E of the Constitution. The term of a Member appointed to fill a vacated position, shall commence upon appointment and shall terminate with the expiration of the vacated term. The term of a new Member first appointed in the middle of a fiscal year to fill a new position, shall commence upon appointment, and shall terminate on the third June 30th following the date of appointment.

1.6. Confidentiality Agreement. Upon appointment, appointed Board Members and Finance Committee members shall sign a Confidentiality Agreement regarding financial information of the School and discussions in Executive Sessions of the Board.

1.7. Conflicts of Interest Policy. The Board shall adopt a Conflicts of Interest Policy, and upon appointment, all appointed Board Members shall sign a declaration that he or she has received a copy of and has reviewed the Policy.

Section 2 Meetings

2.1. Frequency. The Board shall meet a minimum of five (5) times per fiscal year. Board meetings will be scheduled such that the Board receives adequate notice of the date and time of each meeting. Meetings may be called more frequently upon request of the Principal, Pastor, President, or a majority of the Board Members.

2.2. Notice of Meetings. Except as otherwise expressly provided in these Bylaws, at least three (3) days notice shall be given for any meeting of the Board or any Committee. Notice for meetings of the Executive Committee shall be give at least twenty-four (24) hours in advance.

2.2.1. The Board and any Committee may schedule any series of meetings and provide notice thereof to its members. Regular meetings do not require further notice.

2.2.2. Waiver of Notice. Members of the Board and any Committee may waive notice. Attendance at any meeting shall constitute waiver of notice of such meeting unless the attending Member specifically protests lack of notice or improper notice prior to any action or vote being taken at such meeting.

2.2.3. Protest of Insufficient Notice. An improperly called meeting shall be adjourned immediately upon protest of lack of notice or improper notice. Only a member may protest the sufficiency of notice. A member who has cause to protest the sufficiency of notice for any meeting and who did not attend the improperly called meeting, must make such protest prior to the adoption at a properly called meeting of the minutes of the improperly called meeting.

2.2.4. Notice of Regular Meetings. The Executive Committee may schedule the five (5) or more meetings and designate them as Regular Meetings. The time, date and place of the Regular Meetings may be given at any Board meeting, and additional notice of such meeting shall not be required.

2.3. Open Meetings. Board meetings are open to all. Invitations to attend are not required, but non-members must be asked or invited to speak. Confidential printed materials should not be distributed to non-members, and confidential discussions should only be conducted in executive sessions.

2.4. Agenda. The Executive Committee shall prepare the agenda for all meetings. Any Board member may submit an item to the Executive Committee for consideration to be included on the agenda of any meeting.

2.5. Minutes and Reports. Written reports of Board and Committee meetings, with recommendations, findings or proposal shall be prepared and forwarded to the Executive Committee prior to the next Executive Committee meeting.

2.6. Executive Session. To enable the Board to discuss confidential information, or review or approve sensitive issues, the Board may be called into Executive Session upon the motion of any Board Member and a 2/3 vote of the Board Members present. During executive

session, (i) all visitors shall be excused from the meeting unless the President directs otherwise, and (ii) all recordings of the meetings shall cease. If executive session is called to discuss a matter in which a Board Member has a conflict of interest, the Board Member or Members with the conflict of interest may be excluded from the executive session at the discretion of the President, or by majority vote of the other Board Members attending the executive session. The exclusion of Members with a conflict of interest shall not destroy a quorum, and business may be conducted in the Executive Session despite the exclusion of conflicted Members. Minutes shall reflect any official action taken by the Board in executive session but not reflect the detail of matters discussed.

Section 3 Officers

3.1. Officers. As designated in Article IV of the Constitution, the officers of the Board shall be a President, Vice President, Treasurer and Secretary, with duties as defined in these Bylaws.

3.1.1. Duties of the President. The President shall (i) preside at all Board meetings at which he or she is present; (ii) exercise general supervision over Board activities; (iii) serve as an ex-officio member of all Committees except as set forth herein, (iv) serve as Chairperson of the Executive Committee, and (v) appoint the chairperson of each Committee other than the Executive Committee and Finance Committee. The President shall, unless otherwise provided by resolution of the School Board, possess the power and authority to sign all certificates, contracts, instruments, papers and documents of every conceivable kind and character whatsoever as may be required of or issued by the School Board. The President shall perform such other duties and functions as shall be assigned from time to time by the School Board.

3.1.2. Duties of the Vice-President. The Vice President shall (i) assist the President in the administration of the Board as directed by the President; (ii) assume the duties of the President in the latter's absence; (iii) serve as parliamentarian of the Board, and (iv) monitor the implementation of and compliance with the goals and objectives set forth in current and future strategic plans. The Vice-President shall have such additional powers and perform such additional duties as shall from time to time be assigned by the School Board.

3.1.3. Duties of the Secretary. The Secretary shall (i) record and distribute the minutes of all Board meetings; (ii) tally the votes taken at Board meetings; (iii) issue all notices, including meeting notices, required of or issued by the Board; (iv) act as official custodian of all Board records, all of which shall at all reasonable times be open and available to the examination of any Board Member, and (v) assume the duties of the Vice President in the latter's absence. Should the Secretary be absent at any meeting, the President may appoint an Acting Secretary. The Secretary shall have such additional powers and perform such additional duties as shall from time to time be assigned by the School Board.

3.1.4. Duties of the Treasurer. The Treasurer shall serve as chairperson of the Finance Committee. If the Board should acquire or possess funds or assets in the name of, or on behalf of the Board, the Treasurer shall have custody, and shall maintain records of all such funds

and assets. The Treasurer shall have such additional powers and perform such additional duties as shall from time to time be assigned by the School Board.

3.2. Election of Officers

3.2.1. Nominations. The Executive Committee shall meet prior to the Board's regular May meeting to propose a slate of officer candidates to be presented to the Board for election as officers. The slate shall include only currently serving appointed Board Members. Appointed Board Members interested in being considered for nomination may either (i) contact any member of the Executive Committee in writing indicating the position to which they seek nomination, or (ii) nominate themselves at the Board meeting at which officers will be elected.

3.2.2. Election Meetings. Officer elections shall be conducted not earlier than the Board's regular May meeting.

3.2.2.1 Order. A separate vote shall be taken for each office. The order of election shall be: President, Vice-President, Secretary, Treasurer.

3.2.2.2 Majority Vote. A candidate who receives at least a simple majority vote shall be elected. If there are more than two candidates for an office, and none receives at least a simple majority on the first ballot, the two candidates who received the most votes shall participate in a run-off ballot.

3.2.3. Election Procedure. Voting shall be by written ballot.

3.3. Vacancies. A vacancy in any office shall be filled by a special election of the Board at any regular meeting, or any special meeting called for that purpose. Nominations to fill a vacant office may be made at the meeting at which the special election to fill the vacancy shall take place.

3.4. Removal. An Officer may be removed from office at any time, with or without cause, by a two-thirds (2/3) vote of the other Board Members, or by the Pastor.

Section 4 Committees

4.1. Executive Committee

4.1.1. Membership. The Executive Committee shall consist of the officers of the School Board. Ex-Officio Members of the Board shall be informed and may attend all meetings of the Executive Committee and may participate in all discussions. Ex-Officio Members shall not be eligible to vote on any matter submitted to the Executive Committee for a vote.

4.1.2. Duties. The Executive Committee shall be responsible for the preparation of the agenda for all meetings and its dissemination to the Board prior to each meeting. The Executive Committee shall act for and on behalf of the Board between meetings.

4.1.3. Closed Meetings. Meetings of the Executive Committee shall be closed. Persons wishing to speak to the Executive Committee may request to do so in writing to a Member of the Executive Committee not less than three (3) days prior to the next Executive Committee meeting.

4.1.4. Chairperson. The President shall serve as Chairperson of the Executive Committee.

4.2. Finance Committee.

4.2.1. Membership. The Pastor shall appoint the members of the Finance Committee. The Committee shall have at least three (3) and not more than seven (7) members, including the Chairperson. Except for the Chairperson, Finance Committee members may be non-Board members.

4.2.2. Chairperson. The Treasurer shall serve as Chairperson of the Finance Committee.

4.2.3. Duties. The duties of the Finance Committee shall include:

(a) Preparing the School's budget for presentation to and approval by the Board to accommodate timely submission to the Parish Finance Committee and to the Diocese.

(b) Reviewing monthly financial statements of the School.

(c) Reviewing tax returns submitted by the School and reviewing procedures to reasonably verify and confirm timely filing of returns and payments of all taxes, including payroll taxes.

(d) Projecting the School's income from all sources and recommending tuition rates for the forthcoming school year.

(e) Advising the administration on salary scales and benefits for the administration and faculty.

(f) Interacting with the Principal, Pastor and Parish Finance Committee regarding the School subsidy.

(g) Administering scholarship funds and moneys set aside for tuition assistance.

4.2.4. Confidentiality. All financial information of the School is confidential and upon appointment, each member of the Finance Committee shall sign a Confidentiality Agreement.

4.3. Other Committees. The School Board may establish standing committees and ad hoc committees to carry out the programs and purposes of the Board. Such committees shall

have such duties and powers as prescribed by the Board. The Board shall establish qualifications of persons to serve as committee members and may extend committee membership to non-Board Member Parishioners. The President shall appoint committee members and may designate the chairperson of any standing or ad hoc committee. All persons appointed to a committee shall be eligible to vote on any matter submitted to the Committee for a vote.

4.4. Removal. Committee Members, other than Members of the Executive Committee and Finance Committee, may be removed by the Pastor or the President. Members of the Finance Committee may be removed by the Pastor. A Member of the Executive Committee may be removed only by removing such Member from the Officer position he or she holds.

Section 5 Quorum and Voting

5.1. Quorum. A quorum for the transaction of any business of the Board shall be a simple majority of the appointed Board Members. A quorum for the transaction of any business of a committee shall be a simple majority of the committee members.

5.2. Attendance Required. Board Members and Committee Members are expected to attend all meetings. Absences that interfere with the performance of a Member's duties may result in removal of the Member from the Board or Committee.

5.3. Manner of Attendance. To be present for a meeting of the Board or of a committee, a Board or committee member must be present in person, or remotely by telephone or other electronic conferencing device, provided the means used for such remote attendance allows such member to actively participate in all proceedings of the meeting, and to hear, and to be heard by, all other Members participating in the meeting.

5.4. Decision By Majority Vote. Unless otherwise provided by the Constitution or Bylaws, a simple majority of the eligible voters present at any meeting of the Board or Committee at which a quorum is present, shall be needed for approval of the matter.

5.5. Unanimous Written Consent. Any vote, and any action required or permitted to be taken by the School Board or by any committee may be taken without a meeting, if all members of the Board or committee shall individually and collectively give written consent to such action. Such action by unanimous written consent shall have the same force and effect as the unanimous vote of the Board or committee taken at a meeting.

5.6. Eligibility to Vote. Only appointed Board Members are eligible to vote on matters presented for vote to the School Board. All committee members shall be eligible to vote on any matter submitted to a vote of the committee except as otherwise provided for the President and Chairperson of any Committee.

5.7. Voting by President and Chairperson. The President of the School Board and the Chairperson of any committee shall only vote in the following circumstances:

- (a) To break a tie vote.

- (b) On a vote taken by written ballot, or
- (c) On all matters requiring a two-thirds vote of the Board or committee.

5.8. Manner of Voting. Except as expressly provided otherwise, voting on any matter shall be by voice or by a show of hands. However, a written ballot may be requested by any voting Member; and, if that request is seconded by any other voting Member, voting on that matter shall be by written ballot. Voting by the Board for the election of officers, shall be as provided in section 3.2.3.

Section 6 Principal Office

The principal office of the School Board shall be the same as the principal office of the School: 400 Marquette Avenue, Baton Rouge, Louisiana 70806.

Section 7 Maintenance of Records

7.1. Maintenance of Records. The Board shall keep at its principal office:

- (a) Minutes of all meetings of the Board and Committees;
- (b) All books and records of account of Board property and assets, if any, and of all transactions, receipts and disbursements;
- (c) Copies of the Constitution and Bylaws.

7.2. Inspection Rights. Every School Board Member shall have the right, at any reasonable time, to inspect and copy all books and records of the School Board, as described in section 7.1 above.

Section 8 Rules and Regulations

The School Board may adopt additional rules and regulations, general or specific, for the conduct of their meetings, and additional rules and regulations, general or specific, for the conduct of the affairs of the Board; provided, however, no such additional rule or regulation shall be inconsistent with or in contravention of any provision of the Constitution or these Bylaws. In the absence of specific rule, Robert's Rules of Order (most recently revised) shall govern the conduct of all Board and committee meetings.

Section 9 Notice

All notices required to be given to any Board or committee member shall be written and shall be deemed given two (2) days after postmark, if given by U.S. Mail, or upon transmission,

if given via facsimilie or other electronic transmission of written text, properly sent to a valid address of record provided by the member. Each member of the Board and each member of a committee shall, upon appointment, provide written notice of a valid telephone number, mailing address and e-mail address to be used for the delivery of any notice required to be given to any member. The member shall be responsible for updating such information. The latest information of record with the School Board shall be valid for all notices given by the Board or any committee.

Section 10
Amendment

These Bylaws may be amended at any properly called meeting at which a quorum is present by a majority vote of the Board Members present provided that written notice of the proposed amendment has been furnished to all Board Members no later than ten (10) days prior to the meeting.

These Bylaws were adopted by vote of the Board at a duly called meeting of the School Board, for which proper notice was given, and at which a quorum was present, on the ____ day of _____, 2014.

Secretary

Attest: _____
President