

BYLAWS OF CHRIST CHILD CHRISTIAN FORMATION MINISTRY, INC.

The Corporation (“CCCFM”) is organized and shall be operated exclusively for those purposes set forth in the Articles of Incorporation, that is for religious, charitable, educational and scientific purposes within the meaning of those terms in section 501©(3) of the Internal Revenue Code of 1986 or any successor statute thereto, which includes the following specific purposes.

The Corporation is authorized:

1. To solicit, collect and receive substantial financial support through tuition, gifts, contributions and grants from individuals, estates, trusts, associations and congregations in order to provide quality Catholic education and faith formation.
2. To hold, administer, convert, invest and reinvest and manage such funds.
3. To exercise any, all and every power which a non-profit corporation—organized under the provision of the Wisconsin Non-Stock Corporation Law for religious, educational, and charitable purposes, all for the public welfare—can be authorized to exercise, but not any other purpose. No substantial part of the activities, funds, property or income of the Corporation shall be used in carrying on any political activity, directly or indirectly, or in attempting to influence legislation. Neither the Corporation or its officers or directors shall, as such, contribute to or otherwise support or assist any political party or candidate for elective public office.

This Corporation is organized as a supporting organization of the Roman Catholic Church (“Church”), and its activities shall be conducted with the requirements of the Roman Catholic Church. It is created pursuant to the provision of Chapter 181 of the Wisconsin Statutes, and shall have authority to act and conduct its activities consistent with powers granted to corporations organized as a not for profit Corporation under said statutes. Membership includes the parishes of Immaculate Conception, Saints Cyril and Methodius and St. Peter Claver.

ARTICLE I

THE CORPORATION

Section 1.1 Membership

- 1.1.1 There shall be one category of Members of the Corporation. The Canonically appointed officers of Immaculate Conception, Saints Cyril and Methodius and St. Peter Claver, i.e., the Pastor, Administrator or Parish Director, shall be the Members.
- 1.1.2 If there are multiple members of the Corporation, the Corporate Members will meet at least annually. The Members shall select an individual to preside. Meetings of the Members may be called at any time upon written request of at least one (1) Member. One Member shall be designated as the Members' Representative. The individual so selected shall be the primary liaison between the Members and the Board of Directors.
- 1.1.3 All Members shall be provided a certificate of membership setting forth the obligations and responsibilities of the Members.

Section 1.2 Rights and Obligations of the Corporate Members

- 1.2.1 Corporate Members shall be vested with the following authority and powers according to Archdiocesan policies:
 - 1.2.1.1 Approval of the mission, philosophy and goals of the Corporation.
 - 1.2.1.2 Approval of such matters as specifically reflect upon the philosophy, purposes or religious beliefs, practices and pastoral care.
 - 1.2.1.3 Approval of all corporate documents including these Bylaws, the Articles of Incorporation, and any Amendments or revisions. The Corporate Members shall also have the right to unilaterally amend or restate any corporate document.
 - 1.2.1.4 Approval of any consolidation or liquidation of the Corporation as well as future applications for Member Status, or termination of Member status of current Members.
 - 1.2.1.5 Approval of the purchase/sale of any Corporation owned real estate, property or equipment, including those which require a proxy.
 - 1.2.1.6 Right to unilaterally remove or replace any member of the Board described below. Any Board member whose removal has been proposed shall be afforded an opportunity to meet with the Members regarding the matter.

- 1.2.1.7 Right to unilaterally call special meetings of the Board for any purpose.
- 1.2.1.8 Right to decline to accept gifts/bequests with restrictions, and to approve any policies of the Board of Directors relative to restricted gifts.
- 1.2.1.9 Right to final approval of the budget.

Section 1.3 Purposes and Functions

- 1.3.1 To conduct, maintain and operate for religious, charitable, educational, and scientific purposes only, a private, non-for-profit corporation and all future extensions thereof, to provide, under the direction of properly qualified personnel, a Christian Formation Ministry accredited by the Milwaukee Archdiocese in those areas which have established criteria.
- 1.3.2 To prescribe and regulate the course of instruction and to grant such diplomas as are usually granted by similar institutions; and to do all things necessary, proper and desirable as may be permitted by governing law, for the promotion of charity, education and religion.
- 1.3.3 To practice, encourage and support religious beliefs and activities and provide for the spiritual needs of the persons served in the Christian Formation Ministry.
- 1.3.4 To do any and all acts that are necessary, proper, useful, incidental and advantageous to the above- stated purposes in conformity with the teaching and law of the Church.
- 1.3.5 To otherwise perform all acts which are permitted of not-for-profit Charitable corporations under the laws of the State of Wisconsin.
- 1.3.6 To establish the financial responsibility of the operation of the Ministry with the participating parishes and to promote the assumption of responsibility.
- 1.3.7 To serve as a vehicle for fulfilling the pastoral mission regarding the Christian development and education of all members of the participating parishes involved in the ministries covered by these bylaws. This shall be accomplished by sharing spiritual gifts, human resources, facilities and financial support.
- 1.3.8 To provide quality Christian Formation Programming that will foster a sense of Catholic Christian identity. It will further encourage quality relationships among parishioners, between parishes, the Christian community and the community at large.

Section 1.4 Private, Tax Exempt, Not-For-Profit Corporation

- 1.4.1 It is intended that the Corporation maintain the status of a Corporation which is exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986, and appropriate state law, and these Bylaws and Articles of Incorporation shall be construed accordingly and all powers and activities shall be limited accordingly.

- 1.4.1.1 No part of the net earnings of the Corporation shall inure to the benefit of nor be distributable to a private individual, but the Corporation shall be authorized to provide reasonable compensation for services and make payments and distributions in furtherance of corporate purposes.
 - 1.4.1.2 No substantial part of the activities of this Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation.
 - 1.4.1.3 The Corporation shall in no way participate in, or intervene in, any political campaign on behalf of any candidate for public office.
- 1.4.2 The Corporation is organized and shall be operated exclusively for religious, charitable, and educational purposes within the meaning of Section (c)(3) of the Internal Revenue Code of 1986, and in furtherance of such purposes, shall be operated exclusively as an organization described in Section 170(b)(1)(A)(iii) of the Internal Revenue Code of 1986. In furtherance of such purposes, the Corporation may:
- 1.4.2.1 Solicit and receive substantial financial support through gifts, contributions and grant(s);
 - 1.4.2.2 Hold, administer, convert, invest and reinvest and manage such funds;
 - 1.4.2.3 Engage in any lawful activities permitted to not-for-profit charitable corporations under the Laws of the State of Wisconsin and within the purposes of which the Corporation is organized.
- 1.4.3 The Corporation shall not discriminate on the basis of race, color, gender, age, national or ethnic origin in administration of policies and programs.

Section 1.5 Meetings

- 1.5.1 The Members of the Corporation will meet annually to receive reports and discuss matters of concern. The Corporate Members and the Board of Directors shall be in attendance at the annual meeting.
- 1.5.2 All meetings of this corporation shall be conducted according to the consensus process as described in the Pastoral Council Manual, according to archdiocesan policy and practice.

Section 1.6 Dissolution

- 1.6.1 In the event of the dissolution of the Corporation or any forced liquidation, any assets remaining after the satisfaction of claims of creditors and liens or encumbrances upon property

are resolved, and after all other costs, charges and expenses of liquidation or dissolution are paid, shall be distributed to the participating parishes, with the assets to be used for purposes consistent with the purpose of the Corporation. The distribution of assets shall be pursuant to a plan of dissolution approved by the members and shall consider and be directed by the proportion that the parishes contributed to the Corporation based on the previous three year subsidy average; provided, however, that each of the said parishes receiving assets upon dissolution is then organized for the purpose of religious and charitable activities and is exempt from Federal and State income taxation. (Article 1, Section 3).

ARTICLE II

CORPORATE MEMBERS

Section 2.1 Composition

- 2.1.1 The Pastor, Parish Administrator or Parish Director of each of the participating parishes shall serve as a Corporate Member. The voting Corporate Membership shall have such duties and responsibilities as set forth in Section 2.
- 2.1.2 The Corporate Members shall elect annually one of its members to serve as Chairperson of the Corporate Membership. The Chairperson will call the meetings and will set the agenda in consultation with the other members.

Section 2.2 Duties and Responsibilities

- 2.2.1 To approve the philosophy, purposes and goals of the Corporation and to monitor the effectiveness of the Corporation in fulfillment of this philosophy, purposes and goals.
- 2.2.2 To approve such matters that follow from the philosophy, purposes or religious beliefs and practices.
- 2.2.3 To amend, restate or modify the Articles of Incorporation or the by-laws of the Corporation.
- 2.2.4 To approve any plan for dissolution, merger, consolidation or liquidation of the Corporation.
- 2.2.5 To approve the annual budget and any major fund raising project plan.
- 2.2.6 To approve of any capital improvements or major repairs paid by the Corporation.
- 2.2.7 To accept major gifts/bequests or gift/bequests with restriction in the name of the Corporation.
- 2.2.8 To approve the acquisition, purchase, sale, mortgage, lease, transfer or encumbrance of the real property owned by the corporation.
- 2.2.9 To approve the appointment, renewal or removal of the Christian Formation Administrator(s), in consultation with the Board of Directors.
- 2.2.10 To recommend the annual parish participation.

Section 2.3 Meetings.

- 2.3.1 Regular and special meetings of the members of the Corporation shall be called by the Chairperson at a place and time established by the members.

ARTICLE III

BOARD OF DIRECTORS (Governance Board)

Section 3.1 Membership

- 3.1.1 The Board of Directors shall consist of not less than six or more than nine representatives from the participating parishes and shall have such authority as established by these by-laws. The Pastor, Parish Administrator, Parish Director, Administrator and Parish Council Liaison of the participating parishes shall serve as ex-officio voting members of the Board of Directors.
- 3.1.2 The Board of Directors shall be chosen in accordance with the following procedures:
- 3.1.2.1 If vacancies on the Board of Directors exist, the parishioners of each parish shall nominate individuals to possibly serve on the Board of Directors, for a term of three (3) years. The member parishes shall jointly discern one nominee for each vacancy on the Board. Such individuals may be removed for cause by the parish council with or without the recommendation of the Board of Directors.
- 3.1.2.1.1 Nominations shall be solicited prior to April 15th.
- 3.1.2.1.2 Discernment shall occur prior to May 1st.
- 3.1.2.1.3 New Directors shall be appointed prior to May 15th.
- 3.1.2.1.4 New Directors shall be present at the June Board meeting.
- 3.1.2.2 All Directors shall be 18 years of age or older, a member of Ss. Cyril and Methodius, Immaculate Conception or St. Peter Claver Parish, and shall be reflective of the total concern of Christian Formation of all ages. Upon Board of Directors' approval, there will be no more than two Directors who are non-parish members.
- 3.1.2.3 A Director may be re-elected for a second term of three years through discernment, but after two complete three-year terms the Director must leave the Board for a full year before being eligible for re-election to a position as a member of the Board of Directors.
- 3.1.2.4 Lots will be drawn in each parish for initial Directors chosen within sixty (60) days of the adoption of these Amended by-laws to serve for three, two and one year terms so that the terms will be staggered in the future to have approximately one-third of the Directors chosen each year. This applied to the initial start-up of CCCFM.
- 3.1.2.5 In the event that a vacancy shall occur as a result of the death, resignation, removal or incapacity of any Director, the Corporate

Members shall appoint a replacement to serve until the next discernment process. At that time, Section 3.1.2.1 shall be followed.

3.1.2.6 Neither the employees of CCCFM nor their spouses nor immediate family members shall serve on this Board or on the Finance Committee.

3.1.3 Directors shall have, as basic qualifications, personal competency; interest in and knowledge of the Christian Formation Ministry; awareness and understanding of Church documents; an ability to serve and act without conflicting interests; and a willingness and availability to serve and provide such service to the Board as may be required.

3.1.4 At any meeting of the Board of Directors, Directors who are entitled to vote may do so. Proxy votes are not permitted.

3.1.5 No participating parish may withdraw its membership in the Board of Directors without the consent of the Archbishop of Milwaukee or his formally appointed designee.

3.1.5.1 Any request for withdrawal must be made by the Pastor and elected Director of the respective parish at least one year prior to the effective date of withdrawal.

3.1.5.2 This request must have the approval of the Pastor and elected Trustees after the approval of the Parish Council.

3.1.5.3 This request and the rationale should be presented to the Board for its recommendation to both parish Councils, and then for their recommendation to the Archbishop or his formally appointed designee.

3.1.5.4 Parishes wishing to join the Corporation shall submit an application to the Board. Following due consideration, the parish is admitted upon three-fourths (3/4) vote of the Board and approval of member parish Councils.

3.1.5.5 Having no representative on the Board shall not be considered withdrawal.

Section 3.2 Duties and Responsibilities of the Board

3.2.1 To develop the mission statement and recommend it to the Parish Councils for approval.

3.2.2 To develop long-range plans and review ministry goals and objectives.

3.2.3 To establish overall policy for the management and operation of the Christian Formation Ministry which is consistent with these by-laws, and the policy as set forth by the Archdiocese of Milwaukee, and the policy established by the parishes.

- 3.2.4 To determine, except as otherwise provided by these By-Laws, who shall be authorized to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, and documents on behalf of the Corporation.
- 3.2.5 To submit recommendations to the Parish Councils regarding the sale, lease, purchase of any real estate, or the obtaining of major capital financing by means of loans or other methods according to the policy established by the parishes.
- 3.2.6 To review the annual budget and recommend its adoption to the Parish Councils.
- 3.2.7 To establish a salary and benefit scale as well as a tuition plan for each year.
- 3.2.8 To approve of the criteria for all student assistance grants.
- 3.2.9 To review the Annual Report of the Administrator.
- 3.2.10 To provide a program for orientation of new Directors as well as continuing education for the current Board.
- 3.2.11 To assist the Corporate Member (Pastor) in the appointment, renewal or removal of the Administrator when requested.
- 3.2.12 To propose changes in the by-laws to the Corporate Member and bring to their attention items requiring their action.
- 3.2.13 To attend all meetings of the Board. Absence from two consecutive meetings without advance notice of absence to one of the members of the Board shall be a basis for recommendation of resignation or removal.
- 3.2.14 To inform authorized individuals within the parish structure of the activities of the Board, so as to knowledgeably allow said parish to make decisions called for in this document.
- 3.2.15 To recommend the addition or deletion of the Christian Formation Ministry sites to the parish Councils for approval.
- 3.2.16 To develop the lease agreement among the parishes and submit it to the Parish Councils for approval.
- 3.2.17 Provide for a regular review of the operation of Christian Formation Ministries and its administrative policies to assure that adequate programs and facilities are provided for all of the Christian Formation Ministries of achievement in the most economical manner.
- 3.2.18 Assure that competent personnel, adequately trained, are available for each of the committees and ministries.

Section 3.3 Meetings

- 3.3.1 The Annual Meeting of the Board shall be held during the month of September.
- 3.3.2 Regular and special meetings of the Board shall be called by the President. Place of the meetings shall be established annually. Unless otherwise specified, all meetings of the Board shall be open meetings.
 - 3.3.2.1 Regular meetings of the Board shall be held monthly during the school year as agreed upon by the Directors and as called by the President of the Board. Time shall be provided for parishioners to be heard at the regular Board meetings.
 - 3.3.2.2 Special meetings shall be called by the President if one half (1/2) of the Board members make a request in writing.
- 3.3.3 The Administrator shall attend all meetings of the Board.
- 3.3.4 Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than five (5) days before the date of the meeting, either personally, by electronic mail or by postal service, by or at the direction of the President, the Secretary, or the officer or person calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail addressed to the Director at his/her address.
- 3.3.5 A majority of voting members of the Board shall constitute a quorum.
- 3.3.6 Minutes of open Board meetings shall be distributed to the Directors after each meeting. A summary of Board minutes shall be regularly posted in the parish in a place accessible to the administration and staff. These summaries will be sent to the offices of participating parishes for their parish councils or parish bulletins. Minutes will be made available to anyone upon request.

ARTICLE IV

OFFICERS OF THE BOARD OF DIRECTORS AND OF THE CORPORATION

Section 4.1 Officers

4.1.1 There shall be the following officers: the President, Vice President, Secretary and Treasurer.

4.1.2 Nomination and Election

4.1.2.1 The Nominating Committee shall consist of the end-of-term Board members. The Nominating Committee shall deliver the list of nominees to the Secretary, who shall prepare a ballot containing the names of such nominees and the offices to which they are nominated. Members of the Board may submit names of nominees to the offices before the actual voting takes place.

4.1.2.2 The officers shall be elected by the Board at its June meeting and shall hold office for a term of one year, beginning on the first day of the fiscal year until their successors are duly elected at the June meeting or special meeting of the Board. Vacancies in any office shall be filled by election of the Board.

4.1.3 Any officer may resign at any time by giving written notice to the Board or Secretary of the Board. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary or the Board as the case may be, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

4.1.4 Any officer may be removed from office by the action of a majority of the full Board, whenever in their judgment the best interests of the system will be served thereby.

4.1.5 Officers shall serve without compensation except for payment of reasonable expenses incurred with the approval of the Board.

Section 4.2 Duties of Officers

4.2.1 President shall:

4.2.1.1 Have responsibilities and powers as may be delegated by the Board and shall at all times be subject to the policies, control and direction of the Board.

- 4.2.1.2 Sign and execute any instrument authorized by the Board except when the signing and execution thereof shall have been expressly delegated by the Board or by these Bylaws to some other officer or agent.
 - 4.2.1.3 Have such powers and duties as may be prescribed by these By-laws and shall, whenever it may in his/her opinion be necessary, prescribe the duties of other officers in a manner not inconsistent with the provisions of the By-laws and the directions of the Board.
 - 4.2.1.4 Chair all Board meetings
 - 4.2.1.5 Cause the agenda to be formulated in combination with the Pastor and Administrator.
 - 4.2.1.6 Have the authority to transact all necessary business on behalf of the Board during the interval between the meetings of the Board of Directors; provided, however, that no action taken by him/her shall conflict in any way with the policies established by said Board of Directors.
- 4.2.2 The Vice-President shall:
- 4.2.2.1 In the absence or disability of the President, perform all duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on the President. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board, or these By-laws.
 - 4.2.2.2 Provide for an orientation for each new Director with a manual which shall include the current editions of: faculty handbook, family handbook, list of Directors, their emails and phone numbers, by-laws of the Board, table of organization, latest financial statement, current annual operating budget, current classification of accounts, concise history of the Christian Formation Ministries, current list of committees and members of the same, school calendar, minutes of previous twelve board meetings and any other items he/she deems appropriate.
- 4.2.3 Secretary shall:
- 4.2.3.1 Certify and keep at the administrative office the original or a copy of its By-laws, as amended or otherwise altered to date.
 - 4.2.3.2 Keep at the administrative office or such other place as the Board may direct, a book of minutes of all meetings of the Board and committees thereof, with the time, place of holding, whether regular or special and, if special, how authorized, the notice thereof given, and the names of those present at the meetings.

- 4.2.3.3 See that all communications are duly given in accordance with the provisions of these by-laws or as required by law.
 - 4.2.3.4 Be custodian of the records of the Board.
 - 4.2.3.5 See that the books, reports, statements, and all other documents and records required by law are properly kept and filed.
 - 4.2.3.6 Exhibit at all reasonable times to any Director, upon application, the by-law and minutes of proceedings of the Board and committees thereof of the Board.
 - 4.2.3.7 In general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned to him/her by the Board.
- 4.2.4 Treasurer shall:
- 4.2.4.1 Provide for the care of the funds in a manner required by the By-laws of the Board
 - 4.2.4.2 Furnish full statements of the financial condition whenever the Board shall require.
 - 4.2.4.3 Perform such other duties as shall be required by the Board.
 - 4.2.4.4 Chair Finance Committee meetings

ARTICLE V

COMMITTEES OF THE BOARD

Section 5.1 Classifications of Committees

- 5.1.1 There shall be two classifications of committees: Standing Committees and Special Committees.
- 5.1.2 Except when otherwise specified, all Standing Committees shall meet at least once each fiscal year and contain a minimum of five members. All committees shall keep minutes as a report to the Board that shall be submitted for the next regularly scheduled meeting of the Board.
- 5.1.3 From time to time the Board President or the Board may create special committees with such powers and responsibilities as needed.
- 5.1.4 The Board President may submit nominations from among the Directors for members of Committees for election by the Board to serve for one year.
- 5.1.5 Lots shall be drawn in each committee for initial members chosen to serve for three, two and one year terms so that the terms will be staggered in the future to have approximately one-third of the members chosen each year. This applies to the initial start-up of each standing committee.

Section 5.2 Committee Procedures

- 5.2.1 Unless otherwise provided, a majority of the members of a committee shall constitute a quorum of such committee.
- 5.2.2 Each committee may adopt rules for its own governance not inconsistent with the by-laws or any rules adopted by the Board, elect its own chairperson, and set its own meeting dates.
- 5.2.3 Each committee may establish and appoint subcommittees of itself, but such subcommittees shall not be delegated independent authority.
- 5.2.4 The Board may by resolution from time to time grant to a Board committee authority to exercise designated powers of the Board when the Board is not in session, and may by resolution restrict, modify or repeal any authority so granted.
- 5.2.5 Action may be taken without a committee meeting if consent in writing, setting forth the action so taken, shall be signed by all of the committee members entitled to vote with respect to the subject matter of such action.

- 5.2.6 All shall keep minutes and records of their meetings and activities and shall report the same to the Board at its next regular meeting. Such minutes and records shall be distributed in writing to all of the Directors.

Section 5.3 Standing Committees

- 5.3.1 Standing Committees shall be:

- Development Committee
- Finance Committee
- Marketing Committee

- 5.3.2 Chairpersons of standing committees shall not be members of the Board of Directors.

- 5.3.3 Standing Committees shall each establish a regular meeting date. Special committee meetings shall be held whenever called by the chairperson or requested by any two members of the committee. Notice of any committee meeting shall be given to the members at least five (5) days before such meeting. A majority of the members of a committee may waive such notice when circumstances require a shorter notice.

- 5.3.4 A Director liaison shall attend Standing Committee meetings

Section 5.4 Development Committee

- 5.4.1 The members of the Development Committee shall be the Development Director, the Administrator(s), and other members as the Board deems appropriate.

- 5.4.2 The purpose of the Development Committee is to identify sources of, solicit, and secure third party funding for the school. This is accomplished through the efforts in four areas:

- 5.4.2.1 The Annual Giving Campaign or Annual Fund: This annual fund is the core of any development program. It is an effort to obtain annual contributions for the school from each person connected with the school community, be they parishioners, alumni or other benefactors in the community. The annual fund provides unrestricted operating support on a yearly basis to supplement income from tuitions and fees.

- 5.4.2.2 Grant Writing: Grant Writing seeks funding from Foundations for a specific purpose.

- 5.4.2.3 Special Events: Special events provide budget relief or project-specific funds that fit in the overall development plan. A well-run special event more than justifies the time and effort expended on it. Special events are also an opportunity for entertaining donors in a social setting, helping them to feel more a part of the school. It can also be an occasion to showcase our school and its facilities.

Section 5.5 Finance Committee

5.5.1 The members of the Finance Committee shall be the Treasurer of the Board, the Business Manager, the Administrator, one member from each participating parishes' Finance Committee, a Development Committee representative and any other member as may be deemed appropriate by the Board.

5.5.2 The General duties of the Finance Committee shall be to:

5.5.2.1 Review the budgets.

5.5.2.2 Examine the financial condition of all programs and committees.

5.5.2.3 Obtain such information from all appropriate sources as it may deem necessary or advisable for its functions.

5.5.2.4 Suggest ways and means of increasing revenues, limiting its expenses, investing its funds and providing emergency and future program resources.

5.5.2.5 Deal with all matters pertaining to equipment maintained or leased.

5.5.3 Specific duties of the Finance Committee shall be to:

5.5.3.1 Review and recommend the capital and operating budgets projected for the succeeding fiscal year prepared by Administrator(s) to the Board per the following schedule:

October – Work with the Board of Directors and the Administrator to formulate the proposed changes in salary and tuition schedules. Receive budget recommendations from School Administrator(s).

November – Review budget recommendations and prepare budget proposal.

December – Finalize the budget proposal.

January Board of Directors Meeting – present proposed budget to the Board of Directors.

By May – obtain Parish Councils' approval.

5.5.3.2 Review monthly financial statements, monitor capital expenditures and make a monthly status report to the Board.

- 5.5.3.3 Review financial implications of future plans and make recommendations to the board regarding the same. Recommend investments that meet Archdiocesan guidelines to the Board
- 5.5.3.4 Work closely and collaborate with the Development Director to develop plans for securing financial support and increasing revenues.
- 5.5.3.5 Review annually the classification of accounts, the audit statement for the past fiscal year and audit requirements and make recommendations regarding the same to the Board.
- 5.5.3.6 Review the financial statements of all subsidiary organizations and report on the same to the Board.
- 5.5.3.7 Submit in a timely fashion written recommendations for capital expenditures to be included in the budget.
- 5.5.3.8 Establish procedures for competitive bidding and review competitive bids for any capital expenditure in excess of \$2,000.00.
- 5.5.3.9 Recommend expenditures of all non-budgeted items for approval by the Board.
- 5.5.4 Endowment: The Endowment Fund is money or securities that provide funding for the future. A well-managed Endowment frequently attracts large gifts or bequests from within and outside the community. Endowment funds can be used for scholarships, special building projects and/or operating dollars.
 - 5.5.4.1 The Endowment Fund is typically characterized by the fact that the uses of the funds are restricted in nature.
 - 5.5.4.2 The management of this investment portfolio is the responsibility of an Endowment Committee.

Section 5.6 Marketing Committee (Recruitment, Public Relations and Communications):

- 5.6.1 The specific duties of the Marketing Committee shall be to:
 - 5.6.1.1 Actively seek students and families to become members of our school community.
 - 5.6.1.2 Actively pursue the retention of students and families in our school community.

- 5.6.1.3 Collaborate with all standing committees to develop promotional materials and brand management of the school
- 5.6.1.4 Implement the Archdiocesan Recruitment Guide.
- 5.6.1.5 Provide a means by which all the standing committees and subcommittees communicate to the larger community issues, ideas, and events, as they deem necessary.
- 5.6.1.6 In collaboration with the Board of Directors, Development Committee and all standing committees; serve as a clearing house for the Parish and School communications so there is a consistent message and image portrayed in the community.

Section 5.7 Home & School (see Administration, 6.2.16)

Section 5.8 Athletic Committee (see Administration, 6.2.17)

ARTICLE VI

ADMINISTRATION (Principal)

Section 6.1 Administrator

- 6.1.1 Administrator shall have the authority to direct and administer all the activities of the programs and shall be responsible for all activities and programs for which they were employed, subject only to such policies as have been adopted by the Board.
- 6.1.2 The Administrator is accountable to the Corporate Member. The Corporate Member and Administrator shall develop a plan for supervision and evaluation. This plan shall be communicated to the Board.

Section 6.2 Responsibility of the Administrator

The responsibilities and authorities shall include, but not be limited, to the following:

- 6.2.1 To implement the mission and philosophy of the C.C.C.F.M. and Archdiocesan policies and guidelines.
- 6.2.2 To establish procedures to evaluate and monitor the quality of education/formation provided.
- 6.2.3 To execute all policies established by the Board of Directors and Corporate Members.
- 6.2.4 To establish a plan of organization for the personnel and to submit the plan to the Board of Directors for review.
- 6.2.5 To direct and coordinate the selection, employment, supervision and discharge of all employees according to the Archdiocesan and local policies.
- 6.2.6 To develop and implement personnel policies and practices.
- 6.2.7 To cause an annual budget to be prepared showing the expected receipts and expenditures for the succeeding fiscal year to be submitted to the Board Finance Committee by October.
- 6.2.8 To review all business affairs in order to insure that all moneys are collected and expended to the best possible advantage.
- 6.2.9 To participate in the development of a long-range plan and to establish goals and objectives to achieve the long-range plan with the Board of Directors.
- 6.2.10 To attend all meetings of the Board unless agenda dictates otherwise.

- 6.2.11 To serve as liaison officer between the Board and the respective staff.
- 6.2.12 To submit the annual report to the Board.
- 6.2.13 To submit regular reports to the Board or its authorized Committees showing the status of the professional service and financial activities or any other special reports as the Board may require.
- 6.2.14 To insure that all the physical properties used remain in good operating condition so that the health and safety standards are maintained.
- 6.2.15 To attend Standing Committee meetings as may be deemed necessary by said committee agenda
- 6.2.16 To oversee the Home & School Committee (SFA). Home and School often works on projects in partnership with the development efforts. It affirms the commitment of parents volunteers and staff to the mission of the school. It enhances the school's development efforts.
- 6.2.17 To oversee the Athletic Association, whose philosophy is to teach and develop not only the fundamentals of sports, but also leadership, teamwork, discipline, quickness of mind, physical well being, moral as well as physical courage, and the knowledge that dedication, hard work and perseverance many times can compensate for limited natural ability.
- 6.2.18 To perform any other duty that may be deemed necessary to the Board to further the best interests of C.C.C.F.M.
- 6.2.19 Review annually all applicable insurance programs and make recommendations to the Board regarding the same.

Section 6.3 Annual Report

Within a reasonable period of time after the close of each fiscal year, the Administrators shall submit to the Board an Annual Report, which shall contain, without limitation:

- 6.3.1 The manner in which the mission and philosophy has been implemented.
- 6.3.2 Major issues which impact on the long-range plans.
- 6.3.3 Financial statements for the immediately preceding fiscal year.
- 6.3.4 The capital budget and the operating budget for the current fiscal year.

- 6.3.5 A summary of the School compliance with the loans and regulations of federal, state and local governmental agencies and with the standards, rules and regulations of the various accrediting and approval agencies.
- 6.3.6 The administrator(s) report should also contain all the current requirements of Archdiocesan Administration Annual Report Guidelines.

ARTICLE VII

FINANCES

Section 7.1 Finances

- 7.1.1 Each participating parish should pay to Christ Child Christian Formation Ministry its share of the cost based on the formula as set forth by the Corporation. Payments shall be made monthly.
- 7.1.2 CCCFM Funding Formula: A minimum of 40% of the Day School Ministry costs must be funded by tuition, fund raising, etc. The amount of the parish participation is determined using the budget process (section 5.5.3.1). The Parish Participation Formula is used to determine the portion of the participation that will be paid by each parish.
- 7.1.3 The Board will establish tuition fee schedules (amounts and policies) subject to the requirements of the budget. Tuition schedules shall include all costs to families. The Board shall also be responsible for collecting these fees.
- 7.1.4 CCCFM will maintain one central checking account for all receipts and disbursements of the Christ Child Academy operating budget. The elected President and Treasurer and Pastor, Parish Administrator(s) or Parish Director(s) and any Associate Pastor or Pastoral Coordinator will be authorized to sign on the account. Any two of the aforementioned parties must sign all disbursements. Deposits will be made under the direction of the CCCFM Administrator. All moneys collected will be deposited to the appropriate accounts on a timely basis.
- 7.1.6 Committees may have separate checking and savings accounts with prior approval of the Board. Committees will submit quarterly financial statements to the Board. All accounts shall require two signatures as approved by the committee. Moneys collected through CCCFM may be invested in investment instruments approved by the Board according to Archdiocese's guidelines.
- 7.1.7 All moneys collected through CCCFM may be invested in investment instruments approved by the Board according to Archdiocesan guidelines.
- 7.1.8 All direct costs shall be paid by CCCFM. Certain costs not directly or solely related to CCCFM shall be paid by the respective parish.

- 7.1.9 CCCFM shall not acquire on its own behalf any real estate. As a portion of this agreement, each participating parish shall lease to CCCFM its current educational facilities for a sum total of no less than \$1.00 per year.
- 7.1.10 During the course of the fiscal year, the Board may recommend to the parish Councils for their approval revisions of the budget and the amount to be paid by each parish. Such written modification shall become effective only upon the written approval of the Parish Councils.
- 7.1.11 The CCCFM Finance Committee must approve single item purchases in excess of one thousand dollars (\$1,000.00).
- 7.1.12 If the projected enrollment and/or financial goals are not reached, the Board may direct the Administrator to make necessary reduction in staff and/or other costs so that the CCCFM will operate within a balanced budget.
- 7.1.13 Christ Child Christian Formation Ministry must operate with a balanced budget.
- 7.1.14 Should Christ Child Christian Formation Ministry show a surplus, it shall be passed along to reduce next years parish participation.
- 7.1.15 CCCFM will use the Chart of Accounts as approved by the Archdiocese of Milwaukee. The board will consider a procedural audit by the Archdiocese on a regular basis.
- 7.1.16 CCCFM will submit periodic financial statements to each parish. The frequency of the statements will be not less than quarterly. The statement will include a Budget to Actual analysis of major income and expense items and reflect an accurate overview of the financial status of CCCFM.

ARTICLE VIII

LIABILITY

Section 8.1 General Liability

- 8.1.1 No Officer, Committee or Member of a Committee or Member of the Board or other person shall contract or incur any debts in behalf of C.C.C.F.M. or in any way render it liable unless authorized by the Board. No Officer, Committee, or employee of the C.C.C.F.M. is authorized to promise moral or financial support of any charitable or other objective without the approval of the Board.

Section 8.2 Indemnification of Directors and Officers

- 8.2.1 Each present, former and future Director and Officer of the Board shall be entitled, without prejudice, to any other rights he/she may have to be reimbursed by the parishes for, and indemnified by the parishes against, all liability and expense (including without limitation, legal expenses) hereafter reasonably incurred by her/him in connection with any claim, action, suit or proceeding of whatever nature in which she/he may be involved as a party or otherwise by reason of having served before or after the date of these by-laws as a Director or Officer of C.C.C.F.M. or by reason of any action alleged to have been theretofore or thereafter taken or omitted by any such Director or Officer, whether or not she/he continues to be such Director or Officer, including amounts paid or incurred in connection with reasonable settlements made with a view to curtailment of costs of litigation and with the approval of a majority of the Directors then in office, other than those involved, whether or not such majority constitutes a quorum. The parish and its Directors, Officers, Employees and Agents shall not be liable to anyone for making any determination as to the existence or absence of liability, or for making or refusing to make any payment hereunder on the basis of such determination, or for taking or omitting to take any other action hereunder, in reliance upon the advice of counsel.

ARTICLE IX

GENERAL PROVISIONS

Section 9.1 Duality of Interest

- 9.1.1 Any Director, Officer, Employee or Committee Member having an interest in a contract or other transaction presented to the Board of Directors or a Committee thereof for authorization, approval, or ratification shall make a prompt, full, and frank disclosure of his or her interest to the Board or Committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.

Section 9.2 Procedure

- 9.2.1 The Board and Committees established by the Board may adopt rules of procedure that shall be consistent with these by-laws.

Section 9.3 Fiscal Year

- 9.3.1 C.C.C.F.M. shall operate on a fiscal year basis, commencing on the first day of July of each and every year.

Section 9.4 Conflicts

- 9.4.1 In the case of conflicts with these bylaws, the policies of the Archdiocese of Milwaukee would take precedence.

ARTICLE X

BYLAW AMENDMENT

Section 10.1 Amendments

10.1.1 These Bylaws shall be adopted by the unanimous vote of the Corporate Members of the participating parishes in consultation with their respective Parish Councils and may be amended or repealed by unanimous vote of the Corporate Members. These bylaws shall be reviewed at least every other year by the Board, and the annual meeting minutes shall reflect the fact of such review.

Approvals:

(date)

(date)

Revision History:

- Revision A 7/16/03
Reduced the Board of Directors from 9 members to 4 members.
- Revision B 2/24/05
Changed the subsidy formula to include SsC&M, eliminated the Personnel Committee, and increased the Board of directors from 4 to 6 members.
- Changed the CCCFM Funding Formula (7.1.2.1) to replace the 50% fixed and 50% variable portions of the subsidy with the fixed 43%/43%/14% amounts. Replaced the word “subsidy” with the word “participation” when describing the member parish financial contributions for operating expenses.
- Updated Finance Committee Section 5.5.3.4 to read “In collaboration with Development Director...” 10/8/08
- Updated Recruitment Committee Section 5.6.2.3. to read “ Collaborate with Development director in the development of Promotional Materials and brand management of the school” 10/8/08
- Updated Public Relations and Communications Section 5.7.2.2 to read “In collaboration with the Board of Directors, Development Director and all standing committees...” Updated 10/8/08