

BETHLEHEM ACADEMY CORPORATION

AMENDED AND RESTATED

BYLAWS

Amended and Restated August 14, 2020

ARTICLE I INTRODUCTION

These Bylaws of Bethlehem Academy Corporation ("Bylaws") are adopted to describe and specify the organization of Bethlehem Academy Corporation (hereinafter referred to as the "Institution") and to describe and specify the duties of the Members, the Board of Directors and the Officers of the Institution.

ARTICLE 2 MEMBERS

2.1 Powers. The management, control and operation of the affairs and properties of this Institution are vested in the Class A Members of the Corporation (hereinafter referred to as "Members") and Class B Members of the Corporation (hereinafter referred to as "Sponsors Council"), Notwithstanding the previous sentence, the following powers and responsibilities are reserved exclusively to the Members, can be delegated to the Sponsors Council, and no attempted exercise of any such power or responsibilities by anyone other than the Members and Sponsors Council shall be valid or have any force or effect whatsoever.

2.2 Members - Rights and Responsibilities

1. **Class A Members** (hereinafter referred to as "Members")

- (a) To determine and change the mission and purposes of the Institution for which it was formed to exist.
- (b) To ensure Catholic identity and Dominican formation for the Institution
- (c) To approve any acquisition, purchase, sale, mortgage, lease, transfer, or encumbrance of the real assets of the Institution that exceeds in value an amount set from time to time by the Members as stated in the *Guidelines for Sponsorship of Sinsinawa Dominican Educational Institutions* or such other similar guidelines that supersede these guidelines.
- (d) To approve debt in excess of a predetermined amount set by the Members.
- (e) To amend or modify the Articles of Incorporation and Bylaws of the Institution
- (f) To approve the merger, consolidation, liquidation or dissolution of the Institution

2. **Class B Members** (hereinafter referred to as "Sponsors Council").

- (a) To require an assessment of Catholic and Dominican identity of the institution in order to determine the effectiveness of the mission and report to members.
- (b) To approve the organization of any affiliate or subsidiary organization of the Institution.
- (c) To ensure the existence of a Board of Directors for the Institution (hereinafter referred to as the "Board") and to assess its effectiveness.

- (d) To approve the appointment of members of the Board (hereinafter referred to as "Directors") for the Institution.
- (e) To remove, with or without cause, a Director of the Institution.
- (f) After consultation with the Members, to remove all of the members of the Board of Directors of the Institution as a group and name successor Board Members.
- (g) To approve the appointment of the President of the Institution in consultation with the Executive Committee of the Board.
- (h) To remove the President of the Institution with or without cause, and with or without any recommendation or action by the Board.
- (i) To recommend to the Members the amendment or modification of the Articles of Incorporation and Bylaws of the Institution, independently or as proposed by the Board of the Institution.
- (j) To review the annual budget and to require an annual audit or financial review from the Institution
- (k) To approve capital drives as recommended by the Board of the Institution.
- (l) To approve the gift acceptance policy of the Institution.
- (m) To require the Board of the Institution to consider or reconsider, within ninety (90) days any action or item that the Members and/or Sponsors Council have determined to be significant to the Dominican or Catholic character of the Institution.

2.3 Number and Term of Office of Members. The Members will consist of no fewer than three (3), and no more than seven (7) persons. Each Member shall serve a term of that number of years determined by the Members as the length of term for Members. When vacancies among the Members occur by reason of death, resignation, failure of qualification, or otherwise, the number shall be reduced by such vacancies until qualified replacements are selected by the remaining Members for unexpired terms, but in no event will the number of Members be fewer than three (3). Any Member may resign by filing a resignation with the Elected Chair (unless the Elected Chair is the person resigning, in which case the resignation shall be filed with the remaining Members). Unless otherwise stated in a resignation, it shall take effect when received by the person or persons to whom delivered as specified above, without any need for its acceptance.

2.4 Number and Term of Office of Sponsors Council. The Sponsors Council will consist of no fewer than four (4), and no more than eight (8) lay or vowed religious persons. A member of the Sponsors Council will normally have a term of three years, renewable twice.

2.5 Appointment of Members: The Members of this Institution shall initially be the Prioress, Councilors and the Treasurer of the Sinsinawa Dominican Congregation. Thereafter the Members may appoint, in their sole discretion, different Members

- (a) when the Members, in their sole discretion, decide to increase the number of Members (within the limitations set forth in Section 2.2) or
 - (b) when vacancies occur by death, resignation, failure of qualification, or otherwise.
- At all times, Members shall be comprised of a majority of persons who are sisters of the Sinsinawa Dominican Congregation.

2.6 Appointment of Members of the Sponsors Council: Lay persons or vowed religious are appointed to the Sponsors Council by the Members.

2.7 Removal: Any Member or member of the Sponsors Council may be removed from office with or without cause by the affirmative vote of a majority of the Members.

2.8 Roles of Members: At any meeting duly called in accordance with Section 2.10 or 2.11, the Members

- (a) may elect one of their Members as Chair of the meeting who shall preside over the meeting and shall continue to preside as Chair of the Members for the time period designated by the Members at such meeting (herein referred to as the "Elected Chair") and
- (b) shall designate a Secretary (who may or may not be a Member) who shall keep the minutes of such meeting, and each meeting of the Members held for the time period designated by the Members at such meeting, in one or more books provided for that purpose.

2.9 Roles and Responsibilities of the Sponsors Council: The roles and responsibilities of the Sponsors Council are named within Section 2.1 (Powers) and within the *Guidelines for Sponsorship of Sinsinawa Dominican Educational Institutions* or such other similar guidelines that supersede these guidelines.

2.10 Annual Meeting: The annual meeting of the Members shall be held at such date and at such place and time as is fixed and determined by the Elected Chair and in accordance with the notice requirements of Section 2.11 and 2.12. The purpose of the annual meeting is to report on the mission, the Catholic and Dominican identity and financial condition of the Institution, and for the transaction of such other business as may come before the meeting.

2.11 Regular and Special Meetings: Regular meetings of the Members shall be held at such times and places as the Elected Chair may designate and in accordance with the notice requirements of Sections 2.12 and 2.13. Special meetings of the Members may be called by the Elected Chair or by at least two members of the Sponsors Council at such time and place as the Elected Chair of Members calling the meeting may specify and in accordance with the notice requirements of Section 2.12 and 2.13.

2.12 Notice to Members: Special meetings must be preceded by at least forty-eight hours notice to each Member, or seventy-two hours notice if given by mail or electronic communication. The notice must state the place, date, time, and purpose or purposes for which the meeting is called. The notice may be delivered personally to the Members, by mail or by electronic communication, by or at the direction of the Elected Chair of the Members calling the meeting. Once an ongoing schedule of meetings is established, notice need not be given of regular meetings or annual meetings of the Members, except a regular meeting or an annual meeting at which the amendment or repeal of the Bylaws or the Articles of Incorporation or the adoption of new Bylaws or new Articles of Incorporation or the removal of a Member or Sponsors Council member is to be considered requires seven days advance written notice. Written notice shall be deemed to be delivered at the earliest of the following: (a) when received, (b) when emailed to the Member at the Member's last known email address, or (c) when faxed to the Member at the Member's last-known fax number. Oral notice is effective when communicated.

2.13 Waiver of Notice: Whenever any notice whatsoever is required to be given under the provisions of the Non-stock Corporation Law of the State of Minnesota or under the pro-

vision of the Articles of Incorporation or the Bylaws of this Institution to the Members, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated there, shall be deemed equivalent to the giving of such notice.

2.14 Quorum: A majority of the Members or the members of the Sponsors Council shall constitute a quorum for the transaction of business at any of their respective meetings.

2.15 Manner of Acting: Each Member shall be entitled to one vote on each matter submitted to a vote of the Members. The act of the majority of the Members present at a meeting at which a quorum is present shall be the act of the Members except where otherwise provided by law or by these Bylaws. Voting by proxy is not allowed. The same manner of acting is applicable to the Sponsors Council as well.

2.16 Informal Action: In accordance with Minnesota Statute 317.445, Wisconsin Statute 181.0704 and Illinois Statute 108.45 any action which may be taken at a meeting of the Members or the Sponsors Council, may be taken without a meeting if a consent in writing setting forth the action to be taken, shall be signed by all the members then in office and entitled to vote with respect to the subject matter thereof, provided all receive notice of the text of the written consent and of its effective date. Any such consent signed by the Members or members of the Sponsors Council as provided above has the same force and effect as a vote of the Members or members of the Sponsors Council taken at a meeting and may be stated as such in any document filed with the Department of Financial Institutions.

2.17 Compensation: Members or members of the Sponsors Council will not be paid compensation for their services as Members or members of the Sponsors Council provided that nothing contained will be construed to prohibit payment of compensation to an individual who serves as a Member or member of the Sponsors Council for services rendered to the Institution in another capacity. This does not preclude reimbursement for reasonable expenses incurred in the performance of duty.

2.18 Meetings by Electronic Means of Communication: Members, members of the Sponsors Council, or any committee authorized by the Members or Sponsors Council may conduct any regular or special meeting by use of any electronic means of communication provided:

- (a) all participating Members or members of the Sponsors Council may simultaneously hear each other during the meeting or
- (b) all communication during the meeting is immediately transmitted to each participating member and each participating member is able to immediately send messages to all other participating members.

Before the commencement of any business at a meeting at which any members do not participate in person, all participating members shall be informed that a meeting is taking place at which official business may be transacted. Participation in such manner shall constitute presence in person at such meeting for the purposes of these Bylaws.

ARTICLE 3

BOARD OF DIRECTORS/TRUSTEES

3.1 General Authority: The Board shall have the authority delegated through these Bylaws.

3.2 Number and Qualifications: The number of Directors shall be at least twelve but not more than twenty-five.

The Directors shall have an understanding of and agreement with the Institution's mission and philosophy, the ability to serve and act without conflict of interest, and a commitment to ensure the success of the Institution's mission.

No employee of the Institution may serve as a voting Director.

3.3 Appointment and Term: The Sponsors Council appoints the Directors.

Each Director/Trustee shall be appointed for a three-year term. Directors may be reappointed for a second three-year term with the approval of the Sponsors Council. After two complete terms, a full year must elapse before the Director is eligible for re-appointment to the Board. An exception is made when a Director is appointed to fulfill an unfulfilled term, that Director may be elected for two subsequent terms.

The Sponsors Council will name one to three voting Directors.

The President of the Institution shall be an ex-officio non-voting member of the Board.

One member of the Sponsors Council is an ex-officio non-voting member of the Board. This member of the Sponsors Council is a liaison determined by the Sponsors Council. The liaison acts for the Sponsors Council, in accord with delegated authority, and serves as a liaison between the Institution and the Sponsors Council, as referenced in Section 2.9.

3.4 Resignation: A Director may resign by giving written notice to the Chairperson, who shall then provide written notice of such resignation to the liaison of the Sponsors Council. Such resignation shall be effective upon receipt by the Chairperson.

3.5 Removal: Any individual Director may be removed from office, with or without cause, by the recommendation of a majority of the Board and approval of the Sponsors Council, or by the unilateral action of the Sponsors Council.

3.6 Vacancy on the Board: If a vacancy occurs because of the death, resignation, removal, or incapacity of any Director, the Sponsors Council may appoint a Director/ Trustee to complete the unfulfilled term.

3.7 Compensation: Directors shall serve without compensation, provided that nothing herein contained will be construed to prohibit payment of compensation to an individual who serves as a Director for services rendered to the Institution in another capacity. This does not preclude reimbursement for reasonable expenses incurred in the performance of duties.

3.8 Powers and responsibilities: The Members, acting through the Sponsors Council, hereby delegate to the Board all powers and responsibilities necessary to the operation of the Institution (save for those expressly reserved to the Members and Sponsors Council) in accord with the Institution's mission statement, the *Guidelines for Sponsorship of Sinsinawa Dominican Educational Institutions* and the policies of the Board. The duties and responsibilities of the Board shall include, but not be limited to, the following:

- (a) Oversee the management and operation of the Institution.
- (b) Promote the Catholic identity and Dominican heritage of the Institution.
- (c) Review, evaluate, and revise as appropriate, the Institution's mission statement and submit proposed revisions to the Members for approval.
- (d) Provide support for the President's efforts to further the mission and goals of the Institution.
- (e) Actively participate in the development of adequate resources for implementation of the Institution's mission and goals.
- (f) Establish policies which facilitate the operation and management of the Institution.
- (g) Conduct effective institutional planning.
- (h) Provide for review by the Sponsors Council an annual budget and any changes thereto that exceed an amount set from time to time by the Sponsors Council in the *Guidelines for Sponsorship of Sinsinawa Dominican Educational Institutions* or other applicable directives.
- (i) Request, in a timely manner, the Sponsors Council to approve matters requiring such approval.
- (j) Provide annual reports to the Sponsors Council assessing the vitality of the Mission, Catholic and Dominican identity, management and operations of the Institution including the audit/review and budget.
- (k) Conduct the evaluation of the performance of the President via the Executive Committee.
- (l) Conduct the search process for a President when need arises, including the Sponsors Council Liaison on the search committee. Recommend to the Sponsors Council appointment of an agreed upon candidate.
- (m) Recommend appointment and/or reappointment of nominees to the Board.
- (n) Recommend to the Sponsors Council changes in the Bylaws that relate to the Board.
- (o) As determined by the Sponsors Council, require an independent yearly audit or review of financial accounts by a certified public accountant; ap- prove establishment of any separate funds.
- (p) Annually assess the effectiveness of the Board's performance

ARTICLE 4 OFFICERS

4.1 Number and Office: The Officers shall consist of a Chairperson, Vice Chairperson, a Treasurer and the Board Chairpersons of each standing committee. Officers shall serve on the Executive Committee. The President/Principal shall serve as an ex officio member of the committee.

4.2 Duties: The duties of the Officers are as follows: responsible for the leadership of committee activities, guiding the work of the committee and providing reports, progress and concerns to the board on a regular basis.

Chairperson: The Chairperson shall chair all Board and Executive Committee meetings. The Chairperson shall work with the President/Principal in setting the agenda for Board meetings and for the Executive Committee meetings. The Chairperson shall represent the Board to the Sponsors Council. The Board may delegate other authority and responsibility to the Chairperson.

Vice Chairperson: In the absence of the Chairperson or in the event of his/her death, inability or refusal to act, or in the event for any reason it shall be impracticable for the Chairperson to act personally, the Vice Chairperson shall perform the duties of the Chairperson and when acting shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice Chairperson shall have such other powers and perform such other duties as may be prescribed from time to time by the Board or these Bylaws.

President/Principal. The President/Principal is responsible for the operation and management of the Institution in accordance with the Institution's mission statement, the guidelines and directives of the Institution and the policies of the Board. The President/Principal may delegate, to qualified persons, the performance of certain duties specified herein. In addition, the duties of the President/Principal shall include the duties specified in Section 4.3 below. In the event of the President/Principal's inability to perform his/her duties, the Board shall appoint a member of the School Leadership Team on an interim basis to perform the duties of the President/Principal and when acting, shall have all the powers of and be subject to all the restrictions upon the President/Principal.

Treasurer: The Treasurer shall be responsible for the custody of the monies and investments of the Institution and shall advise the President/Principal and the Board (and members upon request) respecting its financial condition and the handling of its monies and investments. The Treasurer shall perform all duties incident to the office of Treasurer and such additional duties as may be assigned

by the President/Principal or the Board. The treasurer serves as the Chair of the Finance Committee.

Chairpersons of Standing Committees: The Board will maintain standing committees such as: Advancement, Admissions, Finance, Mission and Governance and Buildings and Grounds. Each Chairperson of the standing committees shall be a member of the Executive Committee

4.3 Specific Duties of the President/Principal. The duties and responsibilities of the President/Principal include, but are not limited to, those specified in Section 4.2 above and the following:

- (a) Promote the Catholic identity and Dominican heritage of the Institution.
- (b) Exercise leadership in working with the Board, faculty, staff, parents, students, donors, and community to fulfill the mission and to implement the philosophy and policies of the Institution.
- (c) Oversee implementation of Institution policies.
- (d) Collaborate with the Board in development of strategic and/or long-range plans and implementation of plan objectives.
- (e) Supervise all business affairs of the Institution and provide financial reports to the Board and Sponsors Council.
- (f) Provide for the selection, employment, supervision, evaluation, and if necessary, termination of employees, in accord with Institution policies, or in the absence of policies on a particular issue, in accordance with the President/Principal's judgment.
- (g) Maintain physical properties of the Institution in good operating condition to ensure that health and safety standards are maintained.
- (h) Provide for ongoing assessments of the quality of the religious formation, academic and extracurricular/co-curricular programs.
- (i) Participate in the annual evaluation of the Board.
- (j) Report regularly to the Sponsors Council and the Board, results of academic assessments, standardized testing data, MNSAA audits and, as appropriate, other information regarding daily operations of the Institution.
- (k) Sign and execute, in accord with designated authority, instruments or documents on behalf of the Institution.

- (l) Fulfill the responsibilities delineated in the President/Principal's job description.
- (m) Participate in annual President/Principal performance assessments in accordance with the procedures established by the Sponsors Council.
- (n) Determine who shall be authorized to sign for any indebtedness for borrowed money on behalf of the Institution under an amount set from time to time by the Guidelines for Dominican Sisters of Sinsinawa Educational Institutions or such other similar guidelines that supersede such guidelines that reserves such right to the Members.
- (o) Recommends Capital Fund Drives to the board of the institution for approval by the Sponsors Council. Capital fund drives and any indebtedness for borrowed money or receipt of gifts or bequests under an amount set by the Members in the Guideline for Dominican Sisters of Sinsinawa Educational Institutions or such other similar guidelines that supersede such guidelines that reserves such right to the Corporate Members.
- (p) Approve any indebtedness for borrowed money or receipt of gifts or bequests under an amount set by the Guidelines for Dominican Sisters of Sinsinawa Educational Institutions or such other similar guidelines that supersede such guidelines that reserve such right to the Corporate Members.
- (q) Designate, if deemed advisable, one or more employees of the Institution with the title "Vice-President" (for example, but not by way of limitation, "Vice-President of Academic Affairs" or "Vice-President of Advancement"), define the job descriptions associated with the applicable title, and, as deemed advisable remove such title from an employee.

4.4 Election and Term. Officers shall be elected annually at the spring meeting. Each Officer shall assume Office the following July 1. An Officer may be reelected for only three years in succession.

4.5 Resignation of an Officer. An Officer may resign at any time by giving written notice to the Board Chairperson. Such resignation shall take effect upon receipt of the resignation by the Board Chairperson. The Chairperson will notify the Sponsors Council of the resignation of an officer.

4.6 Removal of an Officer. An Officer may be removed from Office (a) by the action of a majority of the Board whenever, in the Board's judgment, the best interest of the Institution shall be served thereby and with final approval of the Sponsors Council.

4.7 Vacancy of an Office. A vacancy in any Office because of death, resignation, removal, or disqualification shall be filled by a simple majority vote of the Board.

ARTICLE 5

MEETINGS OF THE BOARD

5.1 Regular Meetings. The Board will meet at least five times a year, at a time and place designated by the Board, and upon the call of the Chairperson, without notice. In accord with Minnesota Statute 317A.231, Subd. 2, Directors may hold a regular meeting by telephone or other technology that provides mutual communication among the participating Directors.

5.2 Special Meetings. The Chairperson shall call special meetings upon his or her discretion, upon the written request of at least thirty percent of the Board members, or upon a written request of the President/Principal.

Written notice stating the place, date, and time of the meeting and the purpose or purposes for which a meeting is called shall be delivered personally, by mail or by a form of wire or wireless communication to each Director not fewer than forty-eight hours before the date of the meeting. Waivers of such notice, signed by individual Directors, whether before or after the time stated therein, may be deemed equivalent to giving notice, when extraordinary circumstances dictate less time for advanced notice. Written notice shall be deemed to be delivered at the earliest of the following: (a) when received, (b) when deposited in the United States mail, addressed to the Director at the Director's last-known address, (c) when emailed to the Director at the Director's last-known email address, or (d) when faxed to the Director at the Director's last-known fax number. Oral notice is effective when communicated.

5.3 Quorum. A simple majority of the Board shall constitute a quorum for the transactions of business at any meeting of the Board. No meeting shall be held without a quorum.

The Chairperson shall verify the identity of each Director in a teleconference meeting of the Board in such manner as the Chairperson deems adequate.

5.4 Decisions of the Board. Decisions that require a vote shall require a simple majority vote of those present unless the vote of a greater number of Directors is required by law or these Bylaws. Proxy votes are not permitted.

5.5 Informal Action. In accordance with Minnesota Statute 317A.239 Subd. 1, any action required to be taken at a meeting of the Board, or any other action which may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing setting forth the action to be taken, shall be signed by all of the Directors then in office and entitled to vote with respect to the subject matter thereof, provided all Directors receive notice of the text of the written consent and of its effective date. Any such consent signed by all of the Directors has the same force and effect as a unanimous vote and may be stated as such in any document filed with the Department of Financial Institutions.

5.6 Agenda. The Board Chairperson and the President/Principal are responsible for setting the meeting agenda.

ARTICLE 6

COMMITTEES OF THE BOARD

6.1 Executive Committee:

(a) Composition: The Executive Committee shall consist of the Chairperson, the Vice-Chairperson, the Treasurer, and the Board Chairpersons of the standing committees; including, but not limited to: Finance, Governance, Buildings & Grounds, Admissions and Advancement. The President/Principal and Sponsors Council Liason as non-voting members, attend all meetings of the Executive Committee, except those involving the evaluation of the President/Principal.

(b) Authority and Functions: The authority and functions of the Executive Committee shall be to:

- (1) Carry out specific directives of the Board,
- (2) Provide counsel, feedback, and support when requested by the President/Principal.
- (3) Promote the Board's involvement in establishing strategic and/or long-range plans.
- (4) Work with the President/Principal in resolving emergencies or organizational crises.
- (5) Provide for succession of Board membership, unless such function has been delegated to another committee established by the Board.
- (6) Provide for orientation and in-service of the Board, unless such function has been delegated to another committee established by the Board.
- (7) Recommend to members and chairpersons of the Board to the Board.
- (8) Provide for periodic review of the Bylaws and policies of the Institution.
- (9) Assess the effectiveness with which the President/Principal fulfills his/her responsibilities for the leadership and management of the institution, shares the results of the assessment with the board and the Sponsors Council and provide recommendations to the Board and Sponsors Council for renewal or non-renewal of the President/Principal's contract
- (10) Have and exercise, when the Board is not in session, the powers of the Board in the management of the affairs of the Institution delegated to the Board by these Bylaws, provided that in no case shall the Executive Committee act in respect to the appointment of principal, officers or the filling of vacancies in the Board or committees created pursuant to this Article.

6.2 Other Committees. The membership purpose and functions of the standing and Ad hoc Committees/Task Forces are determined by the Board and documented in Board minutes.

6.3 Membership. Chair of the Board shall recommend the members and chairpersons of all committees for the Board approval. The President/Principal or his/her delegate shall be an ex-officio member of all committees with the right to vote. Each committee shall consist of at least one Director, one of whom shall be the chairperson of such committee. Persons other than Board members may be appointed as committee members on all committees except the Executive Committee.

6.4 Quorum. A simple majority of the voting members of any committee shall constitute a quorum for committee action at any meeting of a committee, unless a directive of the Executive Committee requires a greater number.

6.5 Decisions of the Committee. Decisions that require a vote shall require a simple majority vote of those present. Proxy votes are not permitted. Except for the Executive Committee, decisions of standing or Ad hoc Committees/Task Forces as contemplated by the Article shall be advisory only and shall be reported to the Board in periodic reports.

6.6 Informal Actions. Committee action may be taken without a meeting if consent in writing, setting forth the action to be taken, is signed by all of the committee members.

ARTICLE 7

CONTRACTS, LOANS, CHECKS, ACCOUNTS, DEPOSITS AND GIFTS

7.1 Contracts. The Directors may authorize any Officer or Officers, agent or agents of the Institution, including the President/Principal, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Institution, to the extent of the power granted to them through these Bylaws. Approval by the Members and Sponsors Council shall be required if subject matter of any such contract or instrument involves a power reserved to the Members and the Sponsors Council.

7.2 Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness (other than for borrowed money) issued in the name of the Institution, will be signed by Officer or Officers, agent or agents of the Institution and in such manner, including by means of facsimile signatures, as is from time to time determined by the President/Principal, who shall advise the Board of such determinations.

7.3 Audit. All funds in any way related to the Institution shall be accounted for in the annual audit or audit review and reviewed by the Sponsors Council.

7.4 Gifts. The Board may accept, on behalf of the Institution, any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the Institution (Gifts)

in accordance with the gift policy approved by the Sponsors Council. The Board may decline to accept any Gifts proposed to be made to the institution.

7.5 Loans. No indebtedness for borrowed money over two percent (2%) of projected annual revenue, the amounts by the Guidelines for Dominican Sisters of Sinsinawa Educational Institutions or such other similar guidelines that supersede such guidelines, shall be contracted on behalf of the Institution and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Corporate Members. Such authorization may be general or confined to specific instances. Indebtedness for borrowed money under the amount set by the Guideline for Sinsinawa Educational Institutions may be borrowed and evidences of such indebtedness may be issued in the name of the Institution if authorized by the Board (or by the President/Principal if under an amount specified by the Board) and shared with the Sponsors Council.

7.6 Deposits. All funds of the Institution not otherwise employed shall be deposited from time to time to the credit of the Institution in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board.

7.7 Books and Accounts. The Institution will keep or cause to be kept, correct and complete books and records of account and also keep minutes of the proceedings of the Board and its committees. In addition, the Institution will cause to be filed the necessary reports, tax returns or other documents as may be required by law on its own behalf.

ARTICLE 8 INDEMNIFICATION

8.1 Indemnification. The Institution shall indemnify each person who is a Board Member, Officer, Director, board member of any committee appointed by the Board or employee of the Institution for actions taken and decisions made by such persons on behalf of the Institution. All such persons shall be indemnified for any action taken in their official capacity to the full extent permitted under Chapter 317A.521 Subd. 2 of the Minnesota Statutes, as amended. A Board member, a member of any committee appointed by the Board or employee of the Institution shall be indemnified to the same extent and in the same manner as Chapter 317A.521 Subd. 2 of the Minnesota Statutes, as amended, requires indemnification of Officers and Directors. The Board, Officers, Directors, and committee members of any committee appointed by the Board or employees of the Institution shall not be personally liable to any extent whatsoever for any acts, debts, liabilities, or obligations of the Institution.

ARTICLE 9 GENERAL PROVISIONS RELATING TO THE DIRECTORS AND OFFICERS OF THE INSTITUTION

9.1 General Liability. No Officer, Director, Board member of any committee appointed by the Board, or employee of the Institution shall contract or incur any debts on behalf of the Institution without appropriate Corporate Members, Sponsors Council, Board, or President/Principal authorization contemplated by these Bylaws, or any way render it liable. No Officer, Director, board member of any committee appointed by the Board, or employee of the Institution may promise moral or financial support of any charitable or other objective without the approval of the Board or President/Principal.

9.2 Conflict of Interest. Any Director, Officer, employee, or committee member appointed by the Board having an interest in a contract or other transaction presented to the Board 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 shall be counted in determining the existence of a quorum at any meeting where the contract or transaction is being voted upon or is under discussion. 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.

9.3 Non-Discrimination. The Institution shall not discriminate on the basis of race, color, national or ethnic origin in its admission of students or hiring of employees.

ARTICLE 10 BOARD AGREEMENTS

Each Director, prior to starting board service and thereafter annually, review and sign:

The Statement on Director's Responsibilities for Dominican Sisters of Sinsinawa Educational Institutions,

The Conflict of Interest Policy for Dominican Sisters of Sinsinawa Educational Institutions

and

The Confidentially Agreement for Dominican Sisters of Sinsinawa Educational Institutions

provided by the Sponsors Council or such other agreements that supersede these agreements.

ARTICLE 11 FISCAL YEAR

The fiscal year of the Institution is July 1 through June 30.

ARTICLE 12
SEAL

The Institution has an official seal.

ARTICLE 13
OFFICES

The Institution shall have and continuously maintain in this state, a registered office and registered agent whose office is identical with such registered office, and may have other offices within or without the State of Minnesota as the Members may from time to time determine.

ARTICLE 14
AMENDMENTS

These Bylaws may be amended or repealed and new Bylaws may be adopted upon recommendation of the Sponsors Council for the Corporate Members' approval.

ARTICLE 15
GENERAL

14.1 Writing. As used within these Bylaws, the terms "in writing" or "written" include communications that are transmitted or received by electronic means.

14.2 Sign. As used within these Bylaws, the word "sign" includes executing an electronic signature.

ARTICLE 16 ADOPTION

Following the Board's vote to recommend approval of these Bylaws of Bethlehem Academy to the Sponsors Council and following the Sponsors Council recommendation to the Members, a meeting was held on January 20, 2021. At such meeting of the Members, these Bylaws were approved. All previous Bylaws are rescinded.

<u>Colleen Settles, OP</u>	Chair	Date	<u>01/20/2021</u>
Colleen Settles OP	Chair		
<u>Toni Harris, OP</u>	Member	Date	<u>01/20/2021</u>
Toni Harris OP	Member		
<u>Pamela Mitchell, OP</u>	Member	Date	<u>01/20/2021</u>
Pamela Mitchell OP	Member		
<u>Elizabeth Pawlicki, OP</u>	Member	Date	<u>01/20/2021</u>
Elizabeth Pawlicki OP	Member		
<u>Kathleen Theis, OP</u>	Treasurer	Date	<u>01/20/2021</u>
Kathleen Theis OP	Treasurer		