

**BYLAWS OF  
CHRIST THE KING SCHOOL, INC.  
A Georgia Nonprofit Corporation**

**ARTICLE I  
NAME**

The name of the corporation (the “Corporation”) is Christ the King School, Inc.

**ARTICLE II  
OFFICES**

The principal office of the Corporation in the State of Georgia shall be located at such place as shall be lawfully designated by the Board. The Corporation may have such other offices, either within or without the State of Georgia, as the Board may designate or as the affairs of the Corporation may require from time to time.

**ARTICLE III  
PURPOSES & GOVERNING INSTRUMENTS**

- 3.1 Nonprofit Corporation. The Corporation shall be organized and operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code, O.C.G.A. § 14-3-101 et seq. (the “GNCC”).
- 3.2 Private Juridic Person. The Corporation shall also be organized and operated as a private juridic person pursuant to the provisions of the Code of Canon Law of the Catholic Church promulgated on January 25, 1983, as may be amended from time to time (“Canon Law”).
- 3.3 Purposes. The Corporation is a nonprofit corporation organized exclusively for the following charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (the “Code”): (a) to own and operate the parish school at the Cathedral of Christ the King in Atlanta, Georgia, which was founded in 1937 as an educational ministry of the Cathedral of Christ the King (the “School”); (b) to further other charitable or religious purposes as may be determined by the Board; and (c) to conduct any lawful act or activity related to the foregoing that is consistent with the provisions of Code Section 501(c)(3). The Corporation at all times shall be operated exclusively for charitable purposes, including the making of distributions to organizations that qualify as exempt organizations under Code Section 501(c)(3). All funds, whether income or principal and whether acquired by gift or contribution or otherwise, shall be devoted to the foregoing purposes.

- 3.4 Governing Instruments. The Corporation shall be governed by its Articles of Incorporation, Bylaws, Canon Law, and such policies and procedures as shall be established from time to time by the Sole Member or by the Board and approved by the Sole Member.

**ARTICLE IV**  
**MEMBERSHIP, MEETINGS, AND ACTIONS**

- 4.1 Sole Member. The sole member of the Corporation (the “Sole Member”) shall be Cathedral of Christ the King Catholic Church, Atlanta, Inc., a Georgia nonprofit corporation, which shall monitor and conduct periodic evaluations of the management of the Corporation and the School to assure all actions of the educational ministry are consistent with the missions, goals, and philosophy of the Cathedral of Christ the King and shall have such other powers, rights, and responsibilities as are provided in the Articles of Incorporation of the Corporation, these Bylaws, the laws of the State of Georgia, and Canon Law.
- 4.2 Place of Meetings. Meetings of the Sole Member may be held at any place within or outside the State of Georgia as set forth in the notice calling such meeting, or in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is so specified, at the principal office of the Corporation.
- 4.3 Annual Meetings. An annual meeting of the Sole Member shall be held on or after April 1 and before July 1 of each calendar year or as otherwise specified by the Sole Member and at the time and place specified by the Sole Member. At the annual meeting the Principal and Business Manager (who, as provided in Section 8.9 below, shall serve also as the Finance Officer of the private juridic person according to Canon Law) shall report on the activities and financial condition of the Corporation, and the Sole Member shall consider and act upon such other matters as may be raised consistent with the notice requirements of GNCC Sections 14-3-705 and 14-3-706.
- 4.4 Regular Meetings. The Sole Member may fix or change the time or place for the holding of regular meetings of the Sole Member. Notice of every resolution of the Sole Member fixing or changing the time or place for the holding of regular meetings of the Sole Member shall be given in accordance with the notice requirements of GNCC Sections 14-3-705 and 14-3-706. At regular meetings the Sole Member shall consider and act upon such matters as may be raised consistent with the notice requirements of GNCC Sections 14-3-705 and 14-3-706.
- 4.5 Actions of Member. Actions required or permitted to be taken by the Sole Member shall be in the form of dated, written resolutions. Such resolutions shall be filed in chronological order in the Minute Book (as defined below). The Sole Member may provide that specific powers of the Sole Member under these Bylaws may be

exercised from time to time, in whole or in part, by one or more of the officers or directors of the Sole Member as may be determined by the Sole Member.

- 4.6 Policies of the Corporation. The Sole Member shall be authorized to establish policies of the Corporation that are not inconsistent with the provisions contained in the Articles of Incorporation, the GNCC, and the pertinent provisions of Canon Law in effect at the time.
- 4.7 Action by Sole Member without a Meeting. Any action required or permitted to be taken at any meeting of the Sole Member may be taken without a meeting if the action is approved by the Sole Member, and its approval is indicated by a written consent or electronic transmission, in either case describing the action taken, signed by an authorized officer of the Sole Member, and delivered to the Corporation for inclusion in the Minute Book (as defined below) or filing with the corporate records.

## **ARTICLE V** **BOARD OF TRUSTEES**

- 5.1 General Powers. The business and affairs of the Corporation shall be managed by the Board of Trustees (the “Board”), subject to the approval of the Sole Member as provided by these Bylaws.
- 5.2 Powers Subject to Approval. The Board may take the following actions only with the approval of the Sole Member:
- (a) Approval of a mission statement for the School;
  - (b) Approval of a strategic plan for the School;
  - (c) Merger or dissolution of the Corporation;
  - (d) Purchase, sale, transfer, lease, or encumbrance of real property;
  - (e) Approval of a joint venture or operating agreement with another entity for any purpose;
  - (f) Approval of the facilities agreement between the Sole Member and the Corporation;
  - (g) Authorization of or guarantee of indebtedness;
  - (h) Approval of the operating and capital budgets; and
  - (i) Approval of the selection of an independent auditor.

- 5.3 Number and Tenure of Trustees. The Board shall consist of a minimum of seven and a maximum of seventeen individuals, with the specific number (except the number initially specified in the Articles of Incorporation) to be determined from time to time by the Board with the approval of the Sole Member. The initial members of the Board shall be those individuals identified in the Articles of Incorporation of the Corporation as the initial trustees of the Corporation, each of whom shall serve as a trustee until the first annual meeting of the Board or until his or her earlier death, resignation, or removal, and, if not identified as an initial trustee of the Corporation, those individuals designated as provided in Section 5.6 below. Commencing with the first annual meeting of the Board and thereafter, in addition to the two trustees designated as provided in Section 5.6 below, the trustees shall be those individuals who shall have been elected by the trustees and approved by the Sole Member as provided in Section 5.5 below. Each trustee designated as provided in Section 5.6 shall serve for a term ending when such trustee no longer meets the qualifications to serve as a trustee so designated or at the time of such trustee's earlier death, resignation, or removal. Each trustee-elected trustee shall serve for a three-year term, or until his or her successor has been elected and qualified or until his or her earlier death, resignation, or removal. Except as otherwise provided in this Article, each trustee's term shall begin on July 1 following the meeting at which such trustee shall have been elected. A trustee-elected trustee shall be eligible for reelection to succeed himself or herself, provided that except with the approval of the Sole Member, a trustee-elected trustee may serve a maximum of two consecutive terms.
- 5.4 Qualifications. Trustees shall be natural persons who have attained the age of 18 years, and, in the case of a trustee designated as provided in Section 5.6 below, shall meet the qualifications set forth in said Section 5.6 below, but no trustee must be a resident of the State of Georgia. The conduct and actions of trustees shall at all times be consistent with the moral doctrine of the Roman Catholic Church and a trustee may be removed at the sole discretion of the Sole Member for violation of this provision, notwithstanding the provisions of Section 5.17 below.
- 5.5 Election of Trustees. Trustee-elected trustees shall be elected, subject to the approval of the Sole Member, by a majority of the trustees present, at the first annual meeting of the Board and at each subsequent annual meeting of the Board when a vacancy in a trusteeship has occurred and is continuing by reason of the expiration of a three-year term or otherwise.
- 5.6 Designated Trustees. Each of the following individuals shall serve as a trustee: (a) the pastor or rector of the Cathedral of Christ the King or, at the option of the Sole Member, another individual designated by the Sole Member to serve as a trustee as provided in this Section 5.6, and (b) an auxiliary bishop of the Archdiocese of Atlanta designated by the Archbishop of the Archdiocese of Atlanta (the

“Archbishop”), or, at the option of the Archbishop, another individual designated by the Archbishop to serve as a trustee as provided in this Section 5.6.

- 5.7 Regular Meetings. A regular annual meeting of the Board shall be held without notice other than these Bylaws immediately after, and at the same place as, the annual meeting of the Sole Member. The Board shall hold other regular meetings no less frequently than quarterly, at such time and place as the trustees may agree. Notice of each regular meeting shall be given in the manner described in Section 5.8. Notwithstanding the foregoing, the Board may provide, by resolution, the time and place, either within or without the State of Georgia, for the holding of regular meetings (other than the regular annual meeting) without other notice than such resolution.
- 5.8 Special Meetings. Special meetings of the Board may be called by or at the request of the Chair of the Board, the Principal, or one-third of the trustees. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Georgia, as the place for holding any special meeting of the Board.
- 5.9 Notice. Notice of regular meetings may be provided as determined by the Board. Notice of any special meetings shall be given by written notice at least two days in advance of such meeting and delivered in person or by electronic transmission or by leaving such notice at the place of business or residence of each trustee, or by written notice at least seven days in advance of such meeting by depositing such notice in the United States mail, postage prepaid, addressed to the trustee at his or her address as it appears on the records of the Corporation. Except as otherwise provided in these Bylaws, neither the business to be transacted at nor the purpose of any meeting of the Board need be specified in the notice or waiver of notice of such meeting. However, notice of special meetings must specify the date, time, and place of the meetings.
- 5.10 Quorum. A majority of the trustees shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a quorum is present at a meeting, a majority of the trustees present may adjourn the meeting from time to time without further notice. If a quorum is present when the meeting is convened, the trustees present may continue to do business, taking action by a vote of a majority of a quorum as fixed above, until adjournment, notwithstanding the withdrawal of enough trustees to leave less than a quorum or the refusal of any trustee present to vote.
- 5.11 Manner of Acting. The act of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by statute, the Articles of Incorporation, or these Bylaws.

- 5.12 Action Without a Meeting. Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by a majority of the trustees and included in the minutes filed with the corporate records reflecting the action taken. Such action shall be effective when the last trustee signs the consent, unless the consent specifies a different effective date.
- 5.13 Vacancies. Any vacancy occurring in office of a trustee-elected trustee shall be filled by the affirmative vote of a majority of the remaining trustees, though less than a quorum, subject to the approval of the Sole Member. If the number of trustees at any time is increased by action of the Board, the additional trustees may be elected by a majority of the trustees in office at the time of the increase, subject to the approval of the Sole Member. Any trustee elected to fill a vacancy shall begin serving upon election and shall serve the remainder of the vacant term.
- 5.14 Compensation. Trustees shall not receive any stated compensation for their services. Nothing in this section shall be construed to preclude a trustee from serving the Corporation in any other capacity and receiving compensation therefor.
- 5.15 Presumption of Assent. A trustee of the Corporation who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he or she objects at the beginning of the meeting (or promptly upon arrival) to having the meeting or transacting business at the meeting, and his or her dissent is entered in the minutes of the meeting, or unless he or she files a written dissent to such action with the person acting as the presiding officer of the meeting before the adjournment thereof or forwards such dissent by registered or certified mail or personal delivery to the presiding officer of the meeting immediately before adjournment or to the Corporation immediately after the adjournment of the meeting. This right to dissent shall not apply to a trustee who voted in favor of such action.
- 5.16 Resignation. Any trustee of the Corporation may resign at any time by giving written notice to the Secretary of the Corporation. Any such resignation shall take effect upon delivery of such notice or at any later time specified therein. Unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.
- 5.17 Removal of Trustees. A trustee may be removed from office upon more than two unexcused absences from Board meetings (whether regular or special) in any fiscal year by a majority vote of the other trustees, subject to the approval of the Sole Member. Any trustee may be removed from office for any reason whatsoever by the Sole Member or upon the affirmative vote of two-thirds of the remaining trustees, subject to the approval of the Sole Member.

5.18 Participation in Meetings by Conferencing System. Members of the Board or any committee designated thereby may participate in a meeting of the Board or committee by means of a conference system or similar communications equipment if all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at such meeting.

5.19 Chair, Vice Chair, and Secretary of the Board.

- (a) The Chair, Vice Chair, and Secretary of the Board shall be elected by a majority of the trustees at each annual meeting of the Board, subject to the approval of the Sole Member. If the election of these positions is not held at such meeting, such election shall be held as soon thereafter as may be convenient. Each Chair, Vice Chair, and Secretary of the Board shall hold office until his or her successor has been duly elected and qualified or until his or her death, resignation or removal in the manner provided below. If the Board fails to fill any of these positions at the annual meeting, any vacancy may be filled at any regular or special meeting of the Board.
- (b) The Chair of the Board shall preside at the meetings of the Board and ensure that the direction given by the Corporation and the actions of the Board are carried into effect by the officers of the Corporation and the staff of the School. The Chair of the Board shall also have such other duties and responsibilities as may be specified in these Bylaws and as shall be directed from time to time by the Board.
- (c) The Vice Chair of the Board shall, in the absence or disability of the Chair of the Board, perform the duties of the office of Chair of the Board. The Vice Chair of the Board shall also have such other duties as may be assigned by the Chair of the Board. In the event of a permanent vacancy in the office of the Chair of the Board, the Vice Chair of the Board shall succeed to the office of Chair of the Board to serve for the remainder of the unexpired term.
- (d) The Secretary of the Board shall act as secretary of all meetings of the Board at which he or she is present and shall record all the proceedings of all such meetings in a book to be kept for that purpose. The Secretary of the Board shall also have such other duties and responsibilities as may be assigned by the Chair of the Board.

## **ARTICLE VI** **BOARD COMMITTEES**

6.1 Standing Committees of the Board. Article VII of these Bylaws provides for the Board to have certain standing committees and describes their respective

responsibilities and activities. Further, by resolution adopted by a majority of the Board, the Board may designate one or more additional standing committees, each consisting of one or more trustees. The trustees to sit on each standing committee shall be appointed by the Principal unless otherwise specifically designated in these Bylaws or unless the Board delegates that responsibility to the chair of the specific committee. Only standing committees specifically identified in these Bylaws shall have and exercise the authority of the Board in the management of the affairs of the Corporation. However, the designation of such standing committees and the delegation thereto of authority shall not operate to relieve the Board, or any individual trustee, of any responsibility imposed upon it or him or her by law.

- 6.2 Ad-Hoc Committees and Groups. The Board may provide for such other committees and advisory or other groups, consisting in whole or in part of persons who are not trustees of the Corporation, as it deems necessary or desirable, and discontinue any such committee or other group at its pleasure. It shall be the function and purpose of each such committee and other group to advise the Board; and each such committee shall have such powers and perform such specific duties or functions, not inconsistent with the Articles of Incorporation of the Corporation or these Bylaws, as may be prescribed for it by the Board. Appointments to and the filling of vacancies on any such ad-hoc committees and other groups shall be made by the Principal, unless the Board otherwise provides. Any advice and recommendations by each such committee and other group shall be reported to the Board at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Board, provided that no rights of third persons shall be prejudicially affected thereby. All ad-hoc committees and other groups may provide only advice and make recommendations to the Board and shall not act on behalf of the Board or the Corporation.
- 6.3 Term of Appointment. Each member of a committee shall continue as such until the next annual meeting of the Board and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall die, resign, or be removed from such committee, or unless such member shall cease to qualify as a member thereof.
- 6.4 Chair. One member of each committee shall be appointed chair thereof by the Principal, unless otherwise provided by these Bylaws or the Board otherwise provides.
- 6.5 Removal. Any committee member may be removed from serving on a committee by the Board or the Sole Member whenever in its judgment the best interests of the Corporation will be served thereby.



- 6.6 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- 6.7 Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum; and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.
- 6.8 Rules. Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these Bylaws or with rules or policies and procedures of the Corporation.

## **ARTICLE VII** **STANDING COMMITTEES**

The Board shall have the following standing committees:

- 7.1 Executive Committee. The Executive Committee, which shall consist of (1) one trustee designated by the Sole Member, (2) one trustee designated by the Archbishop, (3) the Chair of the Board, (4) the Vice Chair of the Board, (5) the Secretary of the Board, and (6) the chair of the Finance Committee. The Executive Committee shall have all powers and authority of the Board in the intervals between meetings of the Board, subject to the direction and control of the full Board.
- 7.2 Finance Committee. The Finance Committee, which shall consist of at least two trustees, one of whom shall be appointed chair, and shall include, whether or not a trustee, the Business Manager. Subject to the direction and control of the Board, the Finance Committee shall be responsible for developing fiscal procedures (which must be consonant with Canon Law), the advancement plan, and the annual budget of the Corporation and reviewing each with the Principal and appropriate staff members and the Board; provided, however, that the Board shall approve the annual budget, and any material change in the budget must be approved by the Board or the Executive Committee. The Finance Committee shall submit to the Board annual reports showing income and expenditures.
- 7.3 Strategic Planning Committee. The Strategic Planning Committee, which shall consist of at least one trustee. Subject to the direction and control of the Board, the Strategic Planning Committee shall be responsible for the formulation and administration of a long-range strategic plan for the School, shall monitor the strategic plan, and shall revise it annually in consultation with the Board.
- 7.4 Catholic Identity Committee. The Catholic Identity Committee, which shall consist of at least one trustee. Subject to the direction and control of the Board, the Catholic

Identity Committee shall be responsible for formulating and proposing to the Board policies and plans that will ensure that the School maintains and enhances its identity as a Catholic school.

- 7.5 Advancement Committee. The Advancement Committee, which shall consist of at least one trustee. Subject to the direction and control of the Board, the Advancement Committee shall be responsible for supporting the Board in carrying out the strategic plan with regard to development and institutional advancement.
- 7.6 Facilities Committee. The Facilities Committee, which shall consist of at least one trustee. Subject to the direction and control of the Board, the Facilities Committee shall be responsible for supporting efforts relating to long-term facility maintenance, capital improvements, and space utilization for the School.
- 7.7 Public Relations Committee. The Public Relations Committee, which shall consist of at least one trustee. Subject to the direction and control of the Board, the Public Relations Committee shall be responsible for supporting efforts to implement and monitor a dynamic marketing program that will achieve and maintain maximum enrollment.
- 7.8 Community Relations Committee. The Community Relations Committee, which shall consist of at least one trustee. Subject to the direction and control of the Board, the Community Relations Committee shall be responsible for supporting efforts to promote the school and present it in a positive light within Atlanta and the greater community.

## **ARTICLE VIII** **OFFICERS**

- 8.1 Officers. The officers of the Corporation shall include a Principal, a Secretary, and a Business Manager (who, as provided in Section 8.9 below, shall serve also as the Finance Officer of the private juridic person according to Canon Law), and may include such other officers as the Sole Member or the Board, in its discretion, deems necessary. Any number of offices may be held by the same person, except that neither the Principal nor any corporate member of the Sole Member may serve as the Business Manager.
- 8.2 Appointment of Officers; Term of Office. The officers of the Corporation shall be appointed at any time by the Sole Member, who shall take into consideration the recommendations of the Board with regard to each such appointment. Each officer shall hold office until his or her successor has been duly appointed or until his or her death, resignation, or removal in the manner provided below. If the Sole Member fails to fill any office, any vacancy in any office occurs, or any office is newly created, such office may be filled by the Board at any regular or special

meeting of the Board, subject to the approval of the Sole Member. The conduct and actions of officers shall at all times be consistent with the moral doctrine of the Roman Catholic Church and an officer may be removed at the sole discretion of the Sole Member for violation of this provision, notwithstanding the provisions of Section 8.4 below.

- 8.3 Delegation of Duties of Officers. The Sole Member may delegate the duties and powers of any officer of the Corporation to any other officer or, with the trustee's consent, to any trustee for a specified period of time for any reason that the Sole Member may deem sufficient.
- 8.4 Removal of Officers or Agents. Any officer or agent of the Corporation may be removed by the Sole Member whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment of any officer or agent shall not of itself create contract rights.
- 8.5 Resignation. Any officer may resign at any time by giving written notice of resignation to the Sole Member, the Board, the Principal, or the Secretary (provided that neither the Principal nor the Secretary may give such notice to himself or herself). Any such resignation shall take effect upon the sending of such notice or at any later time specified therein. Unless otherwise specified in the notice, the acceptance of a resignation shall not be necessary to make the resignation effective.
- 8.6 Vacancies. A vacancy in any office, whether due to death, resignation, removal, disqualification or otherwise, may be filled by the Sole Member.
- 8.7 Principal. The Principal shall be the chief executive officer of the Corporation and, subject to the control of the Sole Member and the Board, shall have general supervisory authority over the business and affairs of the Corporation, including the management of the School. The Principal shall have all powers and duties usually incident to the office of chief executive officer or president of a corporation, except as specifically limited by the Sole Member or the Board. The Principal shall have authority to conduct all day-to-day, ordinary business on behalf of the Corporation and may exercise and deliver on behalf of the Corporation any contract, conveyance, or similar document not requiring approval by the Board. The Principal shall appoint the staff of the School, including administrators, teachers, and other administrative and instructional staff members, subject to the approval of the Sole Member. The Principal shall have such other powers and perform such other duties as may be assigned from time to time by the Sole Member or by a resolution of the Board. Without limiting the generality of the foregoing, the Principal shall, at the invitation of the Board, attend all meetings of the Board or parts thereof for the purposes of reporting on the progress of the Corporation and answering questions from the trustees.

- 8.8 Secretary. The Secretary shall have supervisory authority over the care and custody of the records and seal of the Corporation. The Secretary shall have all powers and duties usually incident to the office of secretary of a corporation, except as specifically limited by a resolution of the Board. The Secretary shall have such other powers and perform such other duties as may be assigned from time to time by the Board or, subject to such limitations, if any, the Board shall place on such assignments, the Principal.
- 8.9 Business Manager. The Business Manager, who is to be considered also the Finance Officer of the private juridic person according to Canon Law, shall have general supervisory authority over the care and custody of the funds and the receipts and disbursements of the Corporation, shall cause the funds of the Corporation to be deposited or invested in the name of the Corporation in such banks or other depositories or institutions as the Board may designate, and shall supervise the care and safekeeping of the securities of the Corporation. The Business Manager shall also be attentive to and cause the Corporation to administer its financial operations in a manner consistent with the pertinent provisions and procedures of Canon Law as applied generally within the Archdiocese of Atlanta. The Business Manager shall report to the Board and to the Finance Committee at each regular meeting thereof. The Business Manager shall have all powers and duties usually incident to the office of treasurer or chief financial officer of a corporation, except as specifically limited by a resolution of the Board, including without limitation preparation of the budget, development of advancement plans, and dissemination of financial information to the Board and the general public as appropriate. The Business Manager shall have such other powers and perform such other duties as may be assigned from time to time by the Board or, subject to such limitations, if any, the Board shall place on such assignments, the Principal.

**ARTICLE IX**  
**CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

- 9.1 Authorization. The Board may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or agent of the Corporation and in such manner as determined from time to time by resolution of the Board.
- 9.2 Funds. All funds of the Corporation not otherwise employed shall be deposited or invested in the name of the Corporation in such banks, trust companies, or other depositories or institutions as the Board may select or as may be designated by any officer or agent of the Corporation to whom such power may be delegated by the Board.

- 9.3 Acceptance of Gifts. The Board or any officer or agent of the Corporation to whom such authority may be delegated by the Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. Acceptance of gifts shall be done in compliance with the pertinent provisions of Canon Law. Exclusive remedy for any dispute that may arise from acceptance or administration of a gift shall be under Canon Law and its administrative and judicial system.
- 9.4 Bond. At the direction of the Board, any officer or employee of the Corporation shall be bonded. The expense of furnishing any such bond shall be paid by the Corporation.

**ARTICLE X**  
**LIABILITY AND INDEMNIFICATION**  
**OF TRUSTEES AND OFFICERS**

- 10.1 Limited Liability of Trustees. The liability of the trustees and officers of the Corporation shall be limited in accordance with the provisions of GNCC Sections 14-3-830 and 14-3-842, O.C.G.A. § 51-1-20, any other applicable provisions of federal and state law, and the Articles of Incorporation and these Bylaws.
- 10.2 Indemnification. To the fullest extent permitted by applicable law and the Articles of Incorporation, the Corporation shall indemnify any person (and the heirs, executors and administrators of such person) who, by reason of the fact that he or she is or was a trustee of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, was or is a party or is threatened to be made a party to:
- (a) Any threatened, pending, or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the Corporation), against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with any such claim, action, suit, or proceeding; or
  - (b) Any threatened, pending, or completed claim, action or suit by or in the right of the Corporation to procure a judgment in its favor, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such claim, action, or suit.
- 10.3 Advancement of Defense Costs. The Corporation, before final disposition of a proceeding, shall advance funds to pay for or reimburse the reasonable expenses incurred by a trustee who is a party or threatened to be made party to the proceeding

upon submitting the affirmation and undertaking required by GNCC Section 14-3-853.

- 10.4 Indemnification of Officers. Officers of the Corporation shall be indemnified and their defense costs advanced to the same extent and on the same terms and conditions as trustees.
- 10.5 Success on Merits or Otherwise. To the extent that a person who is or was a trustee or officer of the Corporation, or of any other corporation, partnership, joint venture, trust or other enterprise with which he or she is or was serving in such capacity at the request of the Corporation, has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in this Article or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) reasonably incurred by such person in connection therewith.
- 10.6 Applicable Standard. Any indemnification under this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the trustee or officer is proper in the circumstances because he or she has met the applicable standard of conduct. Such determination shall be made: (a) by the Board by a majority vote of a quorum consisting of trustees who were not parties to such action, suit or proceeding; or (b) if such a quorum is not obtainable, or even if obtainable but a quorum of disinterested trustees so directs, by independent legal counsel in a written opinion. Any such determination shall be without prejudice to the rights of the trustee or officer to seek to enforce the Corporation's obligations created by this Article and applicable law in a court of competent jurisdiction.
- 10.7 Procedure. A trustee or officer shall give the Corporation notice, as promptly as reasonably practicable, of any claim as to which he or she desires to be indemnified or desires defense costs to be advanced; however, the failure to do so shall not preclude his or her rights under this Article unless and only to the extent that the Corporation's own rights have been materially prejudiced. The Corporation shall not be obligated to pay for any settlement to which it has not consented, such consent not to be unreasonably withheld.
- 10.8 Non-Exclusivity of Article. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a trustee or officer seeking indemnification may be entitled under the Articles of Incorporation, these Bylaws, any statute, agreement, vote of members or disinterested trustees or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a trustee or officer and shall inure to the benefit of the heirs, executors, and administrators of such person.

- 10.9 Insurance. The Corporation shall be authorized to purchase and maintain insurance on behalf of the Sole Member and any person who is or was a trustee, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, officer, partner, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against such person or corporation and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person or corporation against such liability under applicable law.
- 10.10 Intent. The intent of this Article is to permit indemnification of trustees of the Corporation to the fullest extent permitted by the GNCC and to indemnify officers to the same extent as trustees. If the GNCC or, if applicable, the Georgia Business Corporation Code, is amended to authorize additional or greater measures of indemnification of nonprofit corporation directors, then the obligations of the Corporation and the rights of the Corporation's trustees and officers shall, without further action by the Corporation or the Board, be increased to the further extent permitted by the amended GNCC or the amended Georgia Business Corporation Code, as the case may be. The terms and conditions of this Article shall be interpreted to include definitions and meanings contained in GNCC Section 14-3-580.
- 10.11 Severability. The invalidity or unenforceability of any provision in this Article shall not affect the validity or enforceability of the remaining provisions of this Article.

## **ARTICLE XI** **DISSOLUTION**

Upon dissolution of the Corporation, the Board shall, after paying or making provision for payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by distributing those assets to Cathedral of Christ the King Catholic Church, Atlanta, Inc., a Georgia nonprofit corporation, the Sole Member, provided such corporation is, at the time of distribution, exempt as an organization described in Code Section 501(c)(3), and, if not, then to such other organization qualifying under Code Section 501(c)(3) as an exempt organization as shall be designated by the Board, to be used exclusively for religious or charitable purposes. Any such assets not so disposed of shall be disposed of by the Archbishop or his designee, in a manner consistent with Canon Law and exclusively for religious or educational purposes.

**ARTICLE XII**  
**AMENDMENT**

These Bylaws may be amended or repealed, and new Bylaws may be adopted, by the vote of a majority of the trustees at any regular or special meeting, subject to the approval of the Sole Member; provided, however, that no amendment or new Bylaw may be adopted that would cause the Corporation no longer to be qualified as an exempt organization described in Code Section 501(c)(3).

**ARTICLE XIII**  
**MISCELLANEOUS**

- 13.1 Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board and any committees thereof.
- 13.2 Financial Reporting. The financial records of the Corporation are public information and shall be made available to the trustees and to the Archbishop or his designee.
- 13.3 Fiscal Year. The fiscal year shall end on the last day of June in each year, or such other date as the Board may designate by resolution.
- 13.4 Authority of Archbishop. The provisions of Canon Law regarding Catholic schools, especially canons 796 through 806 of the Code of Canon Law, and especially as regards the rights and authority attributed to the ordinary (the Archbishop), shall be respected at all times, and the Archbishop or his delegate possesses exclusive competence to resolve any disputes or disagreement arising from Canon Law or its application.

**ARTICLE XIV**  
**TAX-EXEMPT STATUS**

The affairs of the Corporation at all times shall be conducted in such a manner as to assure the Corporation's status as an organization qualifying for exemption from taxation pursuant to Code Section 501(c)(3), and consistent with the provisions of Canon Law which define and regulate the operations of Catholic schools and of private juridic persons. The Corporation at all times shall be operated exclusively for charitable purposes, including the making of distributions to organizations that qualify as exempt organizations under Code Section 501(c)(3). All funds, whether income or principal and whether acquired by gift or contribution or otherwise, shall be devoted to the purposes identified in these Bylaws. The Corporation shall perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Corporation as set forth in the Articles of



Incorporation and these Bylaws, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the GNCC, subject to and within the limitations of Code Section 501(c)(3).

**ARTICLE XV**  
**CANON LAW**

- 15.1 Removal of Designated Trustees. Should any member of the Board designated pursuant to Section 5.6 above become unfit for or incapable of performing the duties of the office of trustee, he may be removed from the office by reason of which he was so designated a trustee in accordance with the process in the Canon Law. Any claim of relief or remedy for such removal is within the exclusive competence of Canon Law and its administrative and judicial processes.
- 15.2 Conformity with Canon Law. All action of whatever nature of the Corporation which is not in conformity with the Articles of Incorporation of the Corporation, with the statutes and rules of the Archdiocese, and with the generally recognized discipline of the Roman Catholic Church and its canonical principles shall be null and void.
- 15.3 Authority of Trustees and Officers. In addition to his authority, if applicable, as a trustee or his authority to designate a trustee or his authority to designate a trustee to serve on a committee or otherwise under these Bylaws, the Archbishop, an auxiliary bishop, and, if there is more than one, each auxiliary bishop, shall have the authority qua archbishop or auxiliary bishop, as the case may be, granted to him pursuant to Canon Law.