BYLAWS OF HAYDEN CATHOLIC HIGH SCHOOL, INC.

SECTION 1 – Names and Offices

1.1 School. The name of this Corporation shall be Hayden Catholic High School, Inc.

1.2 Principal Office. The principal office for the transaction of business of the Corporation is located at 401 SW Gage Blvd., Topeka, KS 66606.

1.3 Registered Office. The location of the Corporation’s registered office in the State of Kansas is 401 SW Gage Blvd., Topeka, KS 66606. The name of the resident agent is Hayden Catholic High School, Inc.

1.4 Other Offices. Branch or subordinate offices may at any time be established by the Board of Trustees at any place or places where the Corporation is qualified to do business.

SECTION 2 – Purpose and Statement of Ethical Principles and Policies

2.1 Purpose. This Corporation is organized not for profit and exclusively for religious, educational and charitable purposes. The corporation is organized to own and operate a secondary educational institution “High School”, in the Topeka Pastoral Region of the Archdiocese of Kansas City in Kansas, which primary purpose is the spiritual and intellectual development of students in strict accordance with and subject to the laws and disciplines of the Roman Catholic Church.

2.2 Ethical Principles and Policies. As a secondary school of the Topeka Pastoral Region of the Archdiocese of Kansas City in Kansas, (“Archdiocese”) the High School shall operate in accordance with the authentic teachings, doctrines, and religious, moral and ethical principles of the Roman Catholic Church as determined by the Roman
Catholic Archbishop ("Archbishop") of the Archdiocese of Kansas City in Kansas and in accordance with applicable canon law.

SECTION 3 - Membership

3.1 Members. The Members of this Corporation, as named in the Articles of Incorporation, shall be the Roman Catholic Archbishop of the Archdiocese of Kansas City in Kansas, appointed or elected in accordance with the laws and practices of the Roman Catholic Church; the Chancellor of the Archdiocese; the Vicar General for administration of the Archdiocese; the Pastoral Leader of the Pastoral Region in which the High School owned and operated by the corporation is geographically located; and, the Pastor of the Parish of the Archdiocese in which the High School owned and operated by the corporation is geographically located (collectively, "the Members").

3.2 Duties of the Members. The Members of the Corporation shall have the exclusive authority, with notice to the Board of Trustees, to:

3.2.1 - change the name, mission or philosophy of the corporation;

3.2.2 - amend the Articles of Incorporation;

3.2.3 - enact, amend, or repeal Bylaws of the Corporation;

3.2.4 - appoint and remove, with or without cause, the Board of Trustees, or any member of the Board of Trustees of the Corporation.

3.2.5 - take any action which would affect the existence of this corporation, including but not limited to merger, consolidation, dissolution, liquidation and/or termination of the Corporation;

3.2.6 - direct the corporate officers to cause the Corporation: (i) to acquire ownership and/or use of real property by purchase, exchange, donation, lease, or
otherwise; (ii) to dispose of the ownership and/or use of any of the corporation’s real property or any portion thereof, by sale, exchange, donation, lease, or otherwise; and (iii) to encumber any real property by mortgage, or by the grant of security interests, pledges, or easements therein; and

3.2.7 – initiate or conduct a capital campaign.

SECTION 4 – Board of Trustees

4.1 Board of Trustees. The number of Trustees serving on the Board of Trustees shall be not less than thirteen (13) nor more than seventeen (17). Of the total number, no less than two (2), nor more than four (4), of the Trustees shall be priests serving in the pastoral region where the High School is located. A priest serving as a chaplain of the High School is not eligible for appointment as a Trustee. The Superintendent of Schools of the Archdiocese of Kansas City in Kansas (“Superintendent”) and the President of Hayden Catholic High School shall be ex officio non-voting Members of the Board of Trustees and shall be included in the number of Trustees authorized by these bylaws. Trustees must be practicing Catholics and uphold the authentic teachings, doctrines, and religious morals and ethical principles of the Roman Catholic Church.

4.2 Election of Trustees. Candidates for the Board of Trustees shall be appointed by the Members. Recommendations for candidates shall come from the Board of Trustees and/or others. Typically, candidates should be recommended for their expertise in areas such as finance, planning, public relations, education, spiritual formation, etc.
4.3 **Term of Office.** Trustees shall be appointed to three-year terms, except for *ex officio* Trustees. However, terms of the initial Trustees shall be staggered: approximately one-third of the total number of Trustees shall be appointed to one-year terms, approximately one-third of the total number of Trustees shall be appointed to two-year terms and the remaining one-third of the total number of Trustees shall be appointed to three-year terms. Trustees are eligible to serve for a maximum of two successive three-year terms.

4.4 **Removal from the Board of Trustees.**

4.4.1 Any appointed Trustee who is absent from three consecutive or more than one-half of the regular board meetings during a year may be removed from the Board of Trustees, unless excused by action of the Board of Trustees.

4.4.2 An appointed Trustee may be removed with or without cause at the discretion of the Members. Cause shall include, but not be limited to, involvement in actions that are contrary to the teachings of the Roman Catholic Church.

4.4.3 A Trustee may resign by submitting written notice to the president of the corporation.

4.4.4 Vacancies on the Board of Trustees may be filled by a vote of the Members.

4.5 **Management.** The business and affairs of the corporation shall be managed by the Board of Trustees as provided by law and conducted in a manner consistent with the Code of Canon Law, the applicable policies and directives of the Archdiocese of Kansas City in Kansas, and the teachings of the Roman Catholic Church. The Board of Trustees shall have charge, control and management of the property, affairs and funds of
the corporation. The Board of Trustees shall have power and authority to perform all acts and functions not inconsistent with these Bylaws and the Articles of Incorporation, or with any action taken by the corporation. In exercising these duties, the Board of Trustees shall take into consideration the good of the High School as well as the good of the greater Catholic Community.

4.6 Specific Powers of the Board of Trustees. Without prejudice to the general powers set forth in section 4.5 of these bylaws, but subject to the same limitations, the Trustees shall have the following specific powers:

4.6.1 - To ensure that the school fulfills the spiritual mission of a Catholic secondary school by establishing and following policies for the High School that assure a sound Catholic educational and spiritual formation program consistent with applicable policies of the Archdiocese.

4.6.2 - To appoint and remove the officers of the Corporation, prescribe their powers and duties and fix their compensation, if any. However, the Trustees make recommendations to the Members concerning the appointment, removal and compensation of the President/CEO, after consulting with the Superintendent of Schools concerning the prescribed powers and recommendations for appointment, removal and compensation of the President/CEO.

4.6.3 - To control the temporal affairs and business of the Corporation, including decisions concerning disbursement of the Corporation’s funds.

4.6.4 - To appoint an executive committee and other committees, and to delegate to such committees any of the powers and authority of the board in the management of the business affairs of the Corporation. Any such committees shall be
composed of two or more Trustees and may have additional committee Members who are not Trustees.

4.6.5 – To manage, control, invest and dispose of the assets of the Corporation, in accordance with investment policies or guidelines approved by the Board of Trustees, as determined from time to time by resolution, and to delegate these functions in whole or in part, for the purpose of earning income therefrom, to trust companies, banks or other financial institutions duly authorized to conduct such business in the State of Kansas. All policies, guidelines and actions of the Board must be in accordance with canon law, and the applicable Archdiocesan policies and procedures.

4.6.6 – In accordance with canon law and applicable Archdiocesan policies and procedures, to borrow money and incur indebtedness on behalf of the Corporation, and cause to be executed and delivered for the Corporation’s purposes, in the Corporation’s name, promissory notes, bonds, debentures, mortgages, pledges and other evidence of debt and security, in compliance with the retained powers of the Members.

4.6.7 – To exercise all other powers conferred upon nonprofit Corporations by the corporate laws of the State of Kansas or other applicable laws consistent with the Corporation’s Articles of Incorporation.

4.6.8 - To conduct an annual performance review of the President and provide a copy of the review to the Members.

4.6.9 - To set tuition and related fees for the High School.
4.6.10 - To develop a fiscally responsible budget for each academic year in cooperation with the president and provide copies to the superintendent and Members for their review and for approval by the Members.

4.6.11 - To engage in strategic planning for the High School and to establish a development plan to raise funds for capital improvements and operations and for an endowment fund in cooperation with the President, in accordance with the retained powers of the Members.

4.6.12 - To conduct an annual self evaluation.

4.6.13 - To recommend to the Members individuals to serve as Trustees.

4.6.14 - To recommend proposed changes to the bylaws to the Members.

4.6.15 - To determine faculty and staff compensation in consultation with the Superintendent and in compliance with the parameters established by the priests of the Topeka Pastoral Region.

4.7 Inspection of Books and Records. Every Trustee shall have the absolute right at any reasonable time to inspect and copy all corporate books, records and documents of every kind and to inspect the physical property of this Corporation for a purpose reasonably related to his/her interest as a Trustee. Such inspection shall only be made by the Trustee personally. Demand for inspection shall be made at a Trustee's meeting or in writing upon the Secretary of the Corporation. Such right does not extend to inspection of personally identifiable records pertaining or related to employees and students.
SECTION 5 – Officers

5.1 Officers. The officers of the Corporation shall be the Chair of the Board of Trustees, Vice-Chair, President/CEO, Secretary and Treasurer. Any number of offices except for Chair and Vice-Chair may be held by the same person.

5.2 Election of Officers. The officers of the Corporation shall be elected at the annual meeting of the Board of Trustees and each shall hold office until he or she shall resign, be removed or disqualified to serve or until a successor shall be elected, subject to the provisions of Section 5.7.

5.3 Removal. An officer may be removed, with or without cause, by the Board of Trustees.

5.4 Vacancies. When an officer vacancy occurs, the office shall be filled by an election at the first meeting of the Board of Trustees next occurring.

5.5 Chair. The Chair shall, if present, preside at all meetings of the Board of Trustees, and shall exercise and perform such other powers and duties as may from time to time be assigned to him/her by the Board of Trustees or prescribed by these bylaws.

5.6 Vice-Chair. In the absence or disability of the Chair, the Vice-Chair shall perform the duties and exercise the authority of the Chair. Additionally, the Vice-Chair shall have such other powers and duties as may be from time to time assigned to him/her by the Board of Trustees or prescribed by these bylaws.

5.7 President/Chief Executive Officer. The Members appoint the President/CEO, as provided in these bylaws. Subject to such supervisory powers, if any, as may be given by the Board of Trustees to the Chair, the President/Chief Executive Officer shall be the Chief Executive Officer of the corporation and shall, subject to the
control of the Board of Trustees, have general supervision, direction and control of the business and professional staff of the corporation. He or she shall be an *ex officio* member of all committees including the executive committee, if any, of the Board of Trustees and shall have the general powers and duties of management usually vested in the office of Chief Executive Officer of the corporation and shall have such other powers and duties as may be prescribed by the Board of Trustees or these bylaws.

The President/Chief Executive Officer shall hire or engage other employees of the corporation as the Board of Trustees deems necessary; shall direct and be responsible for the work of each employee; shall, unless otherwise limited by the Board of Trustees, have the power to remove all employees; and shall coordinate, supervise and have charge of the administration of the business of the corporation as determined by the Board.

5.8 Secretary. The Secretary shall keep or cause to be kept a record of the transactions of all meetings, receive and answer correspondence, give notice of meetings of the Members and of the Board of Trustees required by these bylaws or by law, on order of the President, and receive and present reports on behalf of the Corporation and shall have such other powers and perform such other duties as may be prescribed by the Board of Trustees or these bylaws.

5.9 Treasurer. The Treasurer shall keep or cause to be kept correct accounts of the properties and business transactions of the corporation, which shall at all reasonable times be open to inspection by any Trustee. The Treasurer shall deposit or cause to be deposited all monies and securities of the corporation with depositories designated by the Board of Trustees, shall be responsible for the receipt and disbursement of all funds, for their proper accounting and for maintaining general supervision over the finances of the
corporation, as may be directed or ordered by the Board of Trustees. The Treasurer shall render to the Chair and Trustees, whenever requested, an account of his or her transactions as treasurer and of the financial condition of the corporation, and be responsible for presentation of an annual report to the Board of Trustees. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board of Trustees or these bylaws.

SECTION 6 – Meetings

6.1 Annual Meeting of Members. The annual meeting of the Members of the Corporation shall be held at a time agreed to by the Members to elect Trustees and to transact business properly brought before the meeting.

6.2 Special Meetings of Members. The Members shall meet specially at the call of one or more Members or the Chair of the Board of Trustees. A special meeting shall be held at an agreed upon time during a regular business day that is not a legal holiday or Holy Day of Obligation, at a location as may be agreed upon by the Members.

6.3 Notice of Membership Meetings. Notice of an annual meeting shall be mailed to each Member, at his address shown on the Corporation’s records, or by a form of electronic transmission consented to by the Members to whom the notice is given, not less than ten (10) nor more than thirty (30) days preceding the day of the meeting. Notice of a special meeting of the Members shall be given orally, sent by electronic transmission or mailed to the Members not less than seven (7) days before the day of the meeting. Any notice shall state the time, date, place, and purpose of the meeting.

6.4 Annual Meeting of the Board of Trustees. The annual meeting of the Board of Trustees shall be held at a time established by the Board of Trustees, to be
coordinated when possible with the annual meeting of the Members, to elect officers of
the Corporation and to transact other necessary business.

6.5 Regular and Special Meetings of the Board of Trustees. Regular
meetings of the Board of Trustees shall be held at least six (6) times each year, one of
which may be the annual meeting. An executive session will be held at each meeting.
At the first regular meeting of each fiscal year, the Chair shall set a time and place for
any other regular meeting(s). Special meetings of the Board of Trustees may be called at
any time by the Chair of the Board, the Members, or one or more Trustees at such time
and place as the Chair shall designate. Written notice of the date, time and place of every
regular meeting of the Board of Trustees shall be given to each Trustee at least seven (7)
days prior to the date for the meeting, together with an agenda of the business to be
considered. Notice of the time, place, and purpose of a special meeting shall be given,
either orally or in writing, to each Trustee at least three (3) days before the day of the
meeting. Written notice may be given electronically.

6.6 Waiver of Notice. Notice of any meeting of the Members or the Board of
Trustees may be waived by a writing signed by the Members or Trustees and delivered to
the Secretary of the Corporation. A person who attends a meeting without making
objection to the failure to give him/her proper notice of the meeting shall be deemed to
have waived such notice. Such a waiver may be made before or after the stated time
requirement and need not contain the purpose of the meeting.

6.7 Quorum. A majority of the Members and a majority of the Board of
Trustees respectively, present at a meeting of the Members or of the Board of Trustees in
person or by proxy evidenced by writing or by electronic transmission, shall constitute a
quorum for the transaction of business at any and all meetings of the Members or of the Board of Trustees.

6.8 Voting. The vote of a majority of Members or of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Members or of the Board of Trustees respectively, unless a different vote is required by law.

6.9 Meetings by Telephone. Members and Trustees may participate in meetings of the Members and Board of Trustees, respectively, by means of conference telephone or similar communications equipment, in which all persons participating in the meeting can hear one another, and such participation in a meeting shall constitute presence in person at the meeting.

6.10 Written Consent in Lieu of Meeting. The Members may consent to an action without a meeting as provided by Kansas Statutes, if not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Members having a right to vote were present and voted, consent in writing, including by an electronic transmission, to such action. Such consent shall bear the date of consent next to the Members' signatures. The written consent or electronic transaction shall be delivered to the Corporation as provided by statute and be filed with the minutes of the proceedings of the meetings of the Members.

The Trustees, by unanimous consent, may take any action required or permitted to be taken at any meeting of the Board of Trustees, without a meeting. Such consent must be in writing or by electronic transmission and filed with the minutes of the proceedings of the Board of Trustees.
SECTION 7 – Committees

7.1 Committees. The Chair and/or the Board of Trustees may establish committees from time to time, to review, investigate, and study any and all matters as may concern the Corporation.

7.2 Standing Committees. There shall be the following Standing Committees whose members shall be appointed by the Chair: Executive Committee, Finance Committee, and Mission Committee. The Chair may appoint members to other committees established by the Chair and/or the Board of Trustees, including for example, an Institutional Advancement Committee, Facilities Committee, Nominating Committee and Strategic Planning Committee. In addition to members of the Board of Trustees, persons with expertise in a particular area may be appointed to standing committees and ad hoc committees.

7.3 Executive Committee. The Executive Committee shall be composed of the Officers of the Board of Trustees, and two (2) members of the Board of Trustees who shall be elected by a majority vote of the board at the Annual Meeting.

7.3.1 – The Executive Committee shall prepare the agenda for Board of Trustee meetings and shall transact all necessary business of the Board of Trustees during the interval between regular meetings of the board, except that it may not fill vacancies on the board, or take any action in any way which is contrary to the express policy of the board.

7.3.2 – The Executive Committee shall keep minutes of its actions and copies thereof shall be forwarded to all members of the Board of Trustees before its next
regular meeting. Acts taken by the Executive Committee must be ratified by the Board of Trustees.

7.3.3 – The Executive Committee may formulate policy, recommending it to the full Board of Trustees for approval.

7.3.4 – The Executive Committee may establish ad hoc committees, when needed.

7.4 Finance Committee. The Finance Committee shall be composed of the President, Treasurer, and at least two (2) Trustees, who shall be appointed by the Chair of the Board of Trustees. The Pastoral leader of the Topeka Pastoral Region or his designee shall be appointed as a member of the Committee. Any such designee may also attend that portion of the meetings of the Board of Trustees at which the report of the Finance Committee is presented and discussed. The Committee will assist with development of the annual budget for approval by the full Board of Trustees. After approval by the Members, the Committee will oversee implementation of the budget and shall provide periodic financial reports to the board. The Committee will review and approve expenditures in excess of the amount specified by the Board of Trustees and for all expenditures not within the approved budget upon recommendation of the appropriate committee. The Committee will respond to any annual management letter of a firm conducting an independent financial review of the corporation.

7.5 Mission Committee. The Mission Committee shall be composed of the President, the High School chaplain, a priest of the Topeka Pastoral Region and at least two Trustees who shall be appointed by the Chair. The Committee will review the activities and operations of the High School and assess whether they are consistent with
and further the mission of the High School. The Committee may from time to time recommend policies and procedures that support and enhance the mission.

7.6 Institutional Advancement Committee. The Institutional Advancement Committee shall be composed of the President (or designee) and at least two (2) Trustees, who shall be appointed by the Chair of the Board of Trustees. The Committee will provide assistance, support and active leadership to the development efforts and assist the President and/or development director in such areas as public relations, student recruitment, annual fund, capital projects, etc.

7.7 Facilities Committee. The Facilities Committee shall be composed of the President (or designee) and at least two (2) Trustees who shall be appointed by the Chair of the Board of Trustees. The Committee shall see that proper care and maintenance is given the facilities and their surrounding properties; shall recommend needed capital repairs and shall investigate and recommend procedures and policies for efficient operation of the physical plant.

7.8 Nominating Committee. The Nominating Committee shall be composed of at least two (2) Trustees who shall be appointed by the Chair of the Board of Trustees. The Nominating Committee shall submit at appropriate times a list of nominees to be considered for appointment to the Board of Trustees.

7.9 Strategic Planning Committee. The Strategic Planning Committee shall be composed of the President (or designee) and at least two (2) Trustees who shall be appointed by the Chair of the Board of Trustees. The Strategic Planning Committee shall develop a comprehensive five-year plan containing achievable objectives and strategies that are consistent with the School’s purpose and the annual goals established by the
Board of Trustees. The plan must be approved by the Board of Trustees. The Committee, working closely with the President, shall also establish a process for coordinating all activities involved with implementing, evaluating, and revising the five-year plan and its strategies.

**7.10 Quorum of Committees.** Except where it may be otherwise provided, a majority of the members of each Committee, but no less than two members, shall constitute a quorum for transaction of business.

**SECTION 8 - Miscellaneous**

**8.1 Monies of Corporation.** All monies from whatever source received for the benefit of the Corporation shall be deposited in bank accounts in the name of the Corporation and proper books of accounts shall be kept of all monies or properties received and disbursements made. Any restrictions placed by donors on any monies or assets received by the Corporation shall be properly documented and accounted for. All monies or assets received by the Corporation shall be kept and managed in accordance with applicable provisions of the canon law of the Roman Catholic Church, and any statutes, policies, procedures, or guidelines adopted from time to time by the Archdiocese of Kansas City in Kansas.

**8.2 Authorized Signatures.** The withdrawal of funds from the bank accounts of the Corporation shall be authorized on the signatures of the individuals approved by the Board of Trustees from time to time.

**8.3 Indemnification of Trustees and Officers.** Past and current Trustees and Officers of the Corporation shall be indemnified in the manner, to the fullest extent, and
upon the conditions set out in Section 17-6305 of the Kansas Statutes Annotated, as the same now exists or as may be amended hereafter.

8.4 Liability of Trustees. A Trustee of the Corporation shall not be liable to the Corporation or its Members for monetary damages for breach of his/her fiduciary duty as a Trustee, subject to the exceptions set out in Section 17-6002(b)(8) of the Kansas Statutes Annotated, as the same now exists or as may be amended hereafter.

8.5 Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Trustees.

8.6 Execution of Contracts, Deeds, Etc. The Board of Trustees, except as in these bylaws or otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Trustees, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount; provided, however, that any contracts, agreements, deeds or other instruments conveying land or any interest therein shall be executed on behalf of the Corporation by agreement of the Members.

SECTION 9 – Records and Reports

9.1 Articles and Bylaws. The Corporation shall maintain at its principal office a copy of its Articles of Incorporation and its Bylaws.
9.2 Annual Report. The Corporation shall provide to the Members, Trustees and priests of the Topeka Pastoral Region an annual report. Upon request, the Board of Trustees shall submit additional reports to the Members and priests of the Topeka Pastoral Region and may submit other reports to the Members from time to time as deemed appropriate.

9.3 Annual Review. An independent financial review of the Corporation shall be conducted annually by a firm approved in advance by the Members.

9.4 Confidentiality. Except as otherwise publicly declared or if such disclosure is required by law or in order to conduct the Corporation business, the records and reports of this Corporation shall be held in confidence by those persons with access to them.

SECTION 10 – Fiscal Year

10.1 Fiscal Year. The fiscal year for the Corporation shall be from July 1st of each year to June 30th of the subsequent year.

SECTION 11 – Non-Profit Status

11.1 Non-Profit Status. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III of the Articles of Incorporation. The Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation,
contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

SECTION 12 – Amendments of Bylaws

12.1 Amendments of Bylaws. New bylaws may be adopted or these bylaws may be amended only by affirmative vote of a majority of the Board of Trustees at any regular or special meeting duly noticed and subject to the express written approval of the Members.

CERTIFICATE OF INCORPORATOR

I, the undersigned, do hereby certify:

(1) That I am the Incorporator of Hayden Catholic High School, Inc., a Kansas not-for-profit corporation; and

(2) That the foregoing bylaws, comprising nineteen (19) pages, constitute the original bylaws of the corporation, as duly adopted at the Meeting of the Incorporator thereof duly held on the 24th day of March, 2010.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 24th day of March, 2010.

Most Reverend Joseph E. Naumann,
Archbishop
Member/Incorporator