

**BYLAWS OF
NOTRE DAME PREPARATORY SCHOOL AND MARIST ACADEMY,
a Michigan nonprofit corporation**

**ARTICLE I
NAME, PURPOSES AND OFFICES**

Section 1.1 **Name.** The name of this Corporation is Notre Dame Preparatory School and Marist Academy (the "Corporation" or the "School"). The Corporation is incorporated under that name as a nonprofit, directorship corporation without capital stock or members, pursuant to all of the rights, privileges and restrictions described in the Michigan Nonprofit Corporation Act as amended or superseded (the "Act").

Section 1.2 **Purposes and Mission.** The purposes for which this Corporation is formed are set forth in its Articles of Incorporation, and at all times the Corporation shall be organized and operated exclusively in furtherance of such purposes including, but not limited to, for charitable, educational and religious purposes as described in Section 501(c)(3) of the Internal Revenue Code (the "Code"). Notre Dame Preparatory School and Marist Academy has been established to carry out the teaching ministry of the Roman Catholic Church. As such, the religious and educational work of the Corporation shall at all times be in accordance with the teachings and laws of the Roman Catholic Church and the 1983 Code of Canon Law, as it may be amended from time to time or any successor code, including, but not limited to pertinent canons on schools (796-806), other universal laws of the Roman Catholic Church, and particular law as established by the Archdiocese of Detroit, and with religious guidance provided by the Society of Mary, United States Province (the "Marists"). Any and all references to the Society of Mary, Marists or the role of the Provincial Superior of the Marists (the "Provincial Superior") and his powers in these Bylaws and in the Corporation's Articles of Incorporation as Religious Institute Leadership, as defined therein, shall be solely understood as and limited to responsibility for the maintenance of the School's Catholic identity and its Catholic mission and does not imply any legal or financial responsibility for the debts, acts or omissions of the Corporation which is an entity independent of the Society of Mary. The mission of Notre Dame Preparatory School and Marist Academy is: "Inspired and guided by gospel teachings and the principles and charisms of the Marists."

Section 1.3 **Offices.** The principal office of this Corporation shall be located at 1300 Giddings Road, Pontiac, Michigan, 48340. The Corporation may have such other offices, either within or without the State of Michigan, as the Board of Trustees shall determine or approve as the affairs of the Corporation may require from time to time. The Corporation shall have and continuously maintain in the State of Michigan a registered office and a registered agent whose office is identical with the registered office, as required by the Michigan Law. The registered office may be, but need not be, identical with the principal office of the Corporation, and the address of the registered office may be changed from time to time by the Board of Trustees.

ARTICLE II
THE BOARD OF TRUSTEES

Section 2.1 **Directorship Organization**. The Corporation is a non-profit corporation organized on a directorship basis, without capital stock or members.

Section 2.2 **Powers of the Board of Trustees**. Subject to the Act, the Articles of Incorporation and the remainder of these Bylaws, a Board of Trustees shall manage the Corporation's business and affairs. In addition to the rights granted to the Board of Trustees by the Act, by the Articles of Incorporation, or by the remaining provisions of these Bylaws, the following powers shall be vested and reserved to the Board of Trustees, subject to any restrictions and limitations specified in the Articles of Incorporation or provided by the Act or other law and subject to the approval of the Provincial Superior, whose consideration shall be limited solely to his responsibility for the maintenance of the School's Catholic identity and its Catholic mission set out in Section 1.2, when specifically required in the Articles of Incorporation, this Section 2.2 of these Bylaws or in the remaining provisions of these Bylaws:

(a) The power to alter, amend or repeal the Articles of Incorporation, subject to the restrictions contained within Article XI of the Articles of Incorporation;

(b) The power to alter, amend or repeal these Bylaws or adopt new Bylaws, subject to the restrictions contained within Article XI of these Bylaws;

(c) The power to remove, with or without cause, any officer of the Corporation and any Trustee from the Board as set forth below;

(d) The power to appoint the President of the Corporation, Vice President(s), the Secretary of the Corporation and all officers of the Corporation including the Chair of the Board of Trustees;

(e) The power to dissolve, merge or consolidate the Corporation subject to the prior approval of the Provincial Superior, whose consideration shall be limited solely to his responsibility for the maintenance of the School's Catholic identity and its Catholic mission set out in Section 1.2;

(f) The power to approve the sale, lease, exchange, or other disposition of any real estate of the Corporation, or all or substantially all of the real estate and other property and assets of the Corporation subject to the prior approval of the Provincial Superior, whose consideration shall be limited solely to his responsibility for the maintenance of the School's Catholic identity and its Catholic mission set out in Section 1.2;

(g) The power to approve any mortgage or pledge of, or creation of a security interest in, or conveyance of title to, all or any part of the property and assets of the Corporation of any

description, or any interest therein, for the purpose of securing the payment of or performance of any contract, note, bond, or other obligation of the Corporation;

(h) The power to approve the purchase, lease or other acquisition of real estate by the Corporation;

(i) The power to approve statements of philosophy and/or mission for the School consistent with the educational and religious vision and mission of the Marists and as approved by the Provincial Superior, whose consideration shall be limited solely to his responsibility for the maintenance of the School's Catholic identity and its Catholic mission set out in Section 1.2;

(j) The power to appoint candidates for election to the Board of Trustees, subject to those limitations and powers reserved to the Provincial Superior, whose consideration shall be limited solely to his responsibility for the maintenance of the School's Catholic identity and its Catholic mission set out in Section 1.2, and by the remaining provisions of these Bylaws and as set forth in the Articles of Incorporation;

(k) To collaborate with the President of the Corporation on long-term plans for the Corporation's fulfillment of its purpose and to approve such long-term plans;

(l) To supervise the financial operation of the Corporation which includes: (i) hiring an accounting firm for the annual audit or other accounting procedures; (ii) reviewing the annual audit or other annual financial report; (iii) approving capital budgets, construction, and renovation budgets; (iv) reviewing and supervising the management of the endowment funds, advancement income, gifts, bequeaths, tuition, fees, costs, and all other funds of the Corporation;

(m) To approve, upon recommendation of the Finance Committee, the operating budget of the Corporation including tuition and capital budgets, advancement income and expenditures and construction and renovation projects;

(n) To provide for the evaluation of the President of the Corporation; and

(o) In general, to exercise such power as may be necessary to assure the continuing integrity and authenticity of the educational vision and mission of the School consistent with its purposes as set forth in Section 1.2.

Section 2.3 **Chair and other Officers of the Board.** The Board of Trustees shall have a Chairperson who shall oversee the operations of the Board of Trustees. In addition, a Vice Chair and Secretary of the Board shall be elected to carry out duties as provided by the Chairperson or as otherwise set forth herein. They may be any Trustee and will be elected on an annual basis by vote of the members of the Board of Trustees, at a time to be determined. The Chairperson and Vice Chair shall be officers of the Corporation. The Secretary of the Board shall not be an officer of the Corporation and shall be in addition to the Secretary of the Corporation (who is an officer of the Corporation) provided for in Article III of these Bylaws. The Chair of the Board of Trustees shall preside at all meetings of the Trustees of the Corporation and other meetings as authorized by these Bylaws.

Section 2.4 **Number and Composition.** The Board of Trustees shall consist of individuals serving in one of the two classifications: (a) Trustees; or (b) Emeritus Trustees. The total Board of Trustees, not including Emeritus Trustees, shall consist of not less than 15 nor more than 29 members, the precise number to be fixed by the Trustees from time to time. There is no limit on the number of Emeritus Trustees and their numbers shall not be counted in calculating whether a quorum exists. A person may be a Trustee as well as an officer of the Corporation.

Section 2.5 **Marist Trustees.** At all times, the Board shall include two (2) Marist priests and/or Brothers appointed by the Marists (the “Marist Trustees”). This does not limit other Marists from being Trustees appointed to the Board pursuant to the Section 2.8 of these Bylaws, below. The Marist Trustees shall be voting members of the Board of Trustees. The Provincial Superior shall be an ex officio Trustee without voting right except where specific approvals are required by the provisions of these Bylaws.

Section 2.6 **Emeritus Trustees.** Emeritus Trustees shall be individuals appointed by the existing Board of Trustees who have meet the qualifications as determined by the Board of Trustees. These individuals will be non-voting but are otherwise entitled to attend and participate in all meetings of the Board of Trustees, sit and participate on committees of the Board of Trustees and provide wisdom and advice to the Board. The Board of Trustees may define their terms of service, their duties, and any additional qualifications for their service. An Emeritus Trustee may not be a Trustee.

Section 2.7 **Term of Office of Trustees.** The Trustees shall establish the initial term of office of each Trustee so that the term of one-third of the Trustees shall be fixed at one year, the term of one-third of the Trustees shall be fixed at two years, and the term of one-third of the Trustees shall be fixed at three years. Thereafter all terms shall be three years. The Trustees appointed by the Marists shall have their terms as defined by the Marists. An individual Trustee may serve three consecutive three-year terms. An individual who has completed three consecutive three year terms may be eligible to return to the Board of Trustees after a one year absence from the Board of Trustees so long as they are not an Emeritus Trustee. If an Emeritus Trustee they may resign as an Emeritus Trustee and then be appointed to the Board of Trustees.

Section 2.8 **Appointment.** The initial appointment of the Board of Trustees shall be approved by the Provincial Superior, whose consideration shall be limited solely to his responsibility for the maintenance of the School’s Catholic identity and its Catholic mission set out in Section 1.2. Thereafter the Trustees, at any regular or special meeting of the Trustees duly called, shall be appointed by vote of the Board of Trustees, subject to approval by the Provincial whose consideration shall be limited solely to his responsibility for the maintenance of the School’s Catholic identity and its Catholic mission set out in Section 1.2.

Section 2.9 **Removal of Trustees.** At any regular or special meeting of the Trustees duly called, any one or more of the Trustees or Emeritus Trustees may be removed with or without cause. Additionally, any Trustee may be removed from office by the Provincial Superior, whose decision regarding the removal of a Trustee shall be limited solely to his

responsibility for the maintenance of the School's Catholic identity and its Catholic mission set out in Section 1.2.

Section 2.10 **Vacancies.** Vacancies in the Trustees shall be filled in the same manner as the appointment of any Trustee. For example, Marists shall appoint a trustee to fill any vacancy created by the death, disability, retirement, resignation or removal of a Marist Trustee.

Section 2.11 **Chairperson of the Board.** The Chairperson of the Board of Trustees shall preside at all meetings of the Board of Trustees and shall have such other powers and perform such other duties for the Board of Trustees, as may from time to time be prescribed by the Board of Trustees, and are not inconsistent with these Bylaws.

Section 2.12 **Vice-Chairperson of the Board.** The Vice-Chairperson of the Board of Trustees shall perform the duties of the Chairperson of the Board in the absence of the Chairperson of the Board of Trustees or in the event of his or her death, inability or refusal to act. The Vice-Chairperson of the Board of Trustees shall also perform such duties not inconsistent with these Bylaws as may be specifically designed by the Chairperson of the Board or the Board of Trustees.

Section 2.13 **Place of Meeting.** The Board of Trustees may hold its meetings at such place or places within or without the State of Michigan as the Board's Chairperson may from time to time determine. If no designation is made and a special or regular meeting be otherwise called, the place of meeting shall be 1300 Giddings Road, Pontiac, Michigan.

Section 2.14 **Regular Meetings.** Regular meetings of the Board of Trustees shall be held at such times as shall be determined by the Chairperson of the Board of Trustees, but at least four (4) regular meetings shall be held during each fiscal year. The Board of Trustees may provide by resolution the time and place within or without the State of Michigan, for the holding of its regular meetings without notice other than such resolution. Any business of the Corporation may be transacted at a regular meeting.

Section 2.15 **Special Meetings.** Special meetings of the Board of Trustees may be called by the Chairperson of the Board, or the President of the Corporation on not less than one (1) days' notice to each Trustees. In addition, special meetings of the Board of Trustees shall be called by the Chairperson of the Board of Trustees, on like notice, on the written request of any five (5) or more Trustees provided such Trustees inform the Chairperson of the Board of the purpose for the requested meeting. Any such special meeting shall be held at such time and place as shall be stated in the notice of the meeting. Neither the business to be transacted at, nor the purpose of any special meeting of the Board of Trustees need be specified in the notice of such meeting. Any business of the Corporation may be transacted at a special meeting.

Section 2.16 **Waiver of Notice.** No notice of a meeting of the Board of Trustees need be given to any Trustee who signs a waiver of notice before or after the meeting. The waiver of notice may also be made by email or other electronic mail transmission. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Trustees need be

specified in the waiver of notice of such meeting. The attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting, the time of the meeting or the manner in which it has been called or convened, except when a Trustee states, at the beginning of the meeting, any such objections to the transaction of business.

Section 2.17 **Adjournment of Meetings.** If a meeting of the Board of Trustees cannot be held because a quorum is not present, a majority of the voting Trustees who are present at such meeting may adjourn the meeting to a time not more than thirty (30) days from the time the original meeting was called. Notice of the time and place of any meeting to be reconvened need only be given by announcement at the meeting at which adjournment is taken. At such reconvened meeting at which a quorum is present, any business which might have been transacted at the meeting originally called and adjourned may be transacted without further notice.

Section 2.18 **Quorum.** Except as otherwise required by the Act, the Articles of Incorporation or these Bylaws, at all meetings of the Board of Trustees, the presence of the greater of (a) one-third (1/3) of the Trustees entitled to vote or (b) seven (7) Trustees entitled to vote shall be required to constitute a quorum for the transaction of business. The voting Trustees present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough voting Trustees to leave less than a quorum.

Section 2.19 **Presence by Phone or Other Remote Communication.** Any member of the Board of Trustees may participate in a meeting by means of a conference telephone or other means of remote communication by which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this provision constitutes presence in person at the meeting for all purposes including establishing a quorum.

Section 2.20 **Manner of Acting.** Unless otherwise required by statute, the Articles of Incorporation, or these Bylaws, the vote of the majority of the voting Trustees present at a duly constituted meeting at which a quorum is present shall constitute the act of the Board of Trustees.

Section 2.21 **Taking Action without a Meeting.** Unless prohibited by the Articles of Incorporation, action required or permitted to be taken under authorization voted at a meeting of the Board or a committee of the Board may be taken without a meeting if, before or after the action, all voting members of the Board then in office or of the committee consent to the action in writing or by electronic transmission. The written consents shall be filed with the minutes of the proceedings of the Board or committee. The consent has the same effect as a vote of the board or committee for all purposes.

ARTICLE III
OFFICERS OF THE CORPORATION

Section 3.1 **Officers of the Corporation.** The officers of the Corporation shall be a Chairperson of the Board, a Vice Chairperson of the Board, a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as may be determined by the Board of Trustees from time to time. The President shall serve for two-year terms renewable. Except as otherwise determined by the Trustees, the same individual may simultaneously hold more than one office in the Corporation. The officers shall be appointed by vote of the Board of Trustees, subject to approval of the Provincial Superior whose consideration shall be limited solely to his responsibility for the maintenance of the School's Catholic identity and its Catholic mission set out in Section 1.2.

Section 3.2 **Tenure.** Each officer of the Corporation shall hold office for the term to which she or he was appointed and until her or his successor is chosen or qualified or until her or his earlier resignation, death, removal, disqualification or the termination of her or his office.

Section 3.3 **Vacancies.** A vacancy in the office of an officer shall be filled by the same procedure as set forth in Section 3.1.

Section 3.4 **President of the Corporation.** The daily operation of the school shall be conducted by the President of the Corporation appointed by the Board of Trustees in accordance with 2.1(d) of these Bylaws. The President of the Corporation shall be responsible for the following areas:

- (a) General and active management of the business of the Corporation;
- (b) Implementation of the orders and operation of the Board of Trustees;
- (c) After having heard the recommendation of the appropriate parties, have the sole authority to hire and fire employees of the Corporation;
- (d) General powers and duties of supervision and management as are usually vested with the chief executive officer of a corporation;
- (e) Provide for the biennial evaluation of the Vice President, Treasurer, Secretary and other officers of the Corporation; and
- (f) After the approval of a budget by the Board of Trustees the President of the Corporation shall have the authority to vary the items in the budget in an amount not to exceed 0.5% of the total budget for the fiscal year.

The right to control the specific duties and operations of the President of the Corporation not otherwise enumerated in these Bylaws is reserved by and for the Board of Trustees. The President of the Corporation shall normally be the President of the School. In the event it is

determined by the Board of Trustees, after consultation with the Provincial Superior, whose consideration shall be limited solely to his responsibility for the maintenance of the School's Catholic identity and its Catholic mission set out in Section 1.2, that the President of the Corporation shall not be responsible for the daily operations of the School, the Board of Trustees may appoint a President of the School whose specific duties shall be determined by the Board of Trustees which may include the powers set forth in section 3.4(b), (c), (d) and (f).

Section 3.5 **Written Instruments.** Subject always to the specific direction of the Board of Trustees or the Trustees depending upon the appropriate level of authority required, all duly authorized written contracts and agreements and other instruments to which the Corporation shall be a party (i) shall be executed in its name by the Chair of the Board of Trustees and attested by the President of the Corporation, or (ii) shall be executed in its name by the President of the Corporation and attested by the Vice President, Secretary of the Corporation; and the attesting officer, when necessary or required, shall affix the corporate seal thereto. Moreover, any document required or permitted by law to be signed by the President, Vice President, Secretary, or any other named officer of the Corporation may be signed by the Chair of the Board of Trustees or by the President of the Corporation.

Section 3.6 **Record Keeping.** The Secretary shall be responsible for preparing the minutes of the Trustees meetings and for keeping the records of the Corporation. A Vice President and/or Secretary of the Corporation shall be responsible for authenticating records of the Corporation.

Section 3.7 **Assistant Officers.** The Board of Trustees may appoint one or more assistant officers to assist an officer in his or her official function.

Section 3.8 **Removal of Officers.** The Board of Trustees may remove any officer from office at any time for cause or without cause. Additionally, any officer may be removed from office at any time by the Provincial Superior whose consideration shall be limited solely to his responsibility for the maintenance of the School's Catholic identity and its Catholic mission set out in Section 1.2.

ARTICLE IV **COMMITTEES**

Section 4.1 **Executive Committee.** The Chairperson, the Vice-Chairperson, and the President (if a Trustee) shall be voting members of the Executive Committee. In addition the Chairpersons of the Trustees Committee, the Finance Committee, and of any additional committees created per Section 4.4 below (if provided for by the Board in its resolution establishing such committee) shall also be voting members of the Executive Committee. Chairpersons of Ad Hoc Committees are not members unless they qualify in another manner. The Chairperson of the Board shall preside at all meetings of the Executive Committee. The Executive Committee shall have the authority and responsibility to determine the date, time, place and agenda of all meetings of the full Board of Trustees. The Executive Committee may exercise any or all powers and authority of the Board of Trustees in management of the business and affairs of the Corporation, subject to the limitations of authority specified in Section 4.12.

Section 4.2 **Trustees Committee.** The Chairperson of the Board of Trustees and the President of the Corporation shall be voting members of the Trustees Committee. The Board of Trustees shall also elect from among its members at least two additional members to serve on the Trustees Committee. The Board of Trustees shall designate the chairperson of the Trustees Committee. The Trustees Committee shall present to the Board of Trustees, candidates for election to Trustees positions. The Trustees Committee shall also present to the Board of Trustees candidates for election to the office of Chairperson of the Board. The Trustees Committee shall also assist the Board of Trustees in fulfilling their duties and responsibilities by providing orientation for newly elected members of the Board of Trustees. The Trustees Committee shall also determine and recommend qualifications for Emeritus Trustees to the full Board of Trustees and shall nominate persons based upon the approved qualifications.

Section 4.3 **Finance Committee.** The Board of Trustees shall elect from among its voting members no less than three individuals to serve as voting members of the Finance Committee. The Treasurer of the Corporation shall be a member of the Finance Committee with the right to vote. The Finance Committee will collaborate with the President of the Corporation and will review the financial condition of the Corporation, present an annual budget to the Board of Trustees, propose short and long term capital plans, review all endowment reports, and serve in whatever further capacity as may be determined by the Board of Trustees from time to time.

Section 4.4 **Additional Committees.** The Board of Trustees, by resolution adopted by the voting Trustees present at a duly constituted meeting, may designate and appoint one or more additional committees, each of which shall consist of two or more voting Trustees, which committees, to the extent determined by the Board of Trustees and as provided in said resolution, shall have and exercise the authority of the Board of Trustees in the management of the Corporation, subject to the limitations of authority specified in Section 4.12. Pursuant to said resolution, the Board of Trustees may designate one or more Trustees as alternative members of any such committee, who may act in the place of any absent Trustee or Trustees at any meeting of such committee.

Section 4.5 **Advisory Committees or Ad Hoc Committees.** Other committees not having and exercising the authority of the Board of Trustees in the Management of the Corporation may be designated by resolution adopted by the voting Trustees present at a duly constituted meeting or by the Chairperson of the Board of Trustees with members as the Chairperson shall deem necessary.

Section 4.6 **Term of Office.** Each member of a committee shall continue for the term of a year. There shall be no limit to the number of terms. If a person ceases to be a Trustee or Emeritus Trustee they will cease to be a member of the committee unless approved pursuant to Section 4.7.

Section 4.7 **Non-Trustee Committee Members.** With the exception of the Executive and Trustees Committee, a committee may have members who are not Trustees or Emeritus Trustees. They shall have full voting rights on matters addressed by the committee. Chairpersons shall have the authority to add non-Trustee committee members to their committee.

Section 4.8 **Chairperson.** One member of each committee shall be appointed chairperson by the person or persons authorized to appoint members thereof.

Section 4.9 **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

Section 4.10 **Quorum.** Unless otherwise provided in the resolution of the Board of Trustees designating a committee, a majority of the voting members of the committee shall constitute a quorum and the act of a majority of the voting members present at a meeting at which a quorum is present shall be the act of the committee.

Section 4.10 **Rules.** Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Trustees.

Section 4.11 **Action Without Formal Meeting.** Any action of a committee required or permitted to be taken at any meeting of the committee may be taken without a meeting as provided in Section 2.22.

Section 4.12 **Limitation of Authority of Committees.** No committee, including the Executive Committee, Trustees Committee, Finance Committee, Additional Committees and Advisory or Ad Hoc Committees, shall have power or authority to:

- (a) Amend the Articles of Incorporation.
- (b) Adopt an agreement of merger or consolidation.
- (c) Approve the sale, lease, or exchange of all or substantially all of the Corporation's property and assets.
- (d) Approve a dissolution of the Corporation or a revocation of a dissolution.
- (e) Amend the Bylaws.
- (f) Fill vacancies in the Board or Trustees.
- (g) Fix compensation of Trustees for serving on the Board or on a committee.

ARTICLE VI
BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Trustees, and committees having any of the authority of the Board of Trustees, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any Trustee, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE VII
FISCAL YEAR

The fiscal year of the Corporation shall be established by, or pursuant to the authorization of, the Board of Trustees of the Corporation.

ARTICLE VIII
SEAL

The Board of Trustees, in its discretion, may obtain a corporate seal.

ARTICLE IX
INDEMNIFICATION

Section 9.1. **Indemnification of Trustees: Actions Brought by Third Parties.** Unless otherwise provided by law or the Articles of Incorporation or these Bylaws, the Corporation may indemnify a person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, other than an action by or in the right of the Corporation, by reason of the fact that the person is or was a Trustee, officer, employee, committee member, non-director volunteer, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, non-director volunteer, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit, or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation or its shareholders or members, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe that conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

Section 9.2. **Indemnification of Officers and Agents: Actions Brought by Third Parties.** Unless otherwise provided by law or the Articles of Incorporation or these Bylaws, the Corporation may indemnify a person who was or is a party to or is threatened to be made a party to a threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a Trustee, officer, employee, committee member, non-director volunteer, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, non-director volunteer, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise whether for profit or not against expenses, including actual and reasonable attorneys' fees, and amounts paid in settlement incurred by the person in connection with the action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation. However, indemnification shall not be made for a claim, issue, or matter in which the person has been found liable to the Corporation unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for expenses which the court considers proper.

Section 9.3. **Indemnification for Civil Actions Brought by or in the Right of Corporation.**

(1) Unless otherwise provided by law or the Articles of Incorporation or these Bylaws, to the extent that a Trustee, officer, employee, committee member, non-director volunteer, or agent of Corporation has been successful on the merits or otherwise in defense of an action, suit, or proceeding referred to in Section 1 or 2 of this Article, or in defense of a claim, issue, or matter in the action, suit, or proceeding, the successful party shall be indemnified against expenses, including actual and reasonable attorneys' fees, incurred in connection with the action, suit, or proceeding and in any action, suit, or proceeding brought to enforce the mandatory indemnification provided in this subsection.

(2) An indemnification under Section 1 or 2 of 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, officer, employee, committee member, non-director volunteer, or agent is proper in the circumstances because the person has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article. This determination shall be made in any of the following ways:

(a) By a majority vote of a quorum of the Board consisting of Trustees who were not parties to the action, suit, or proceeding.

(b) If the quorum described in subdivision (a) is not obtainable, then by a majority vote of a committee of Trustees who are not parties to the action. The committee shall consist of not less than two disinterested Trustees.

(c) By independent legal counsel in a written opinion.

(3) If a person is entitled to indemnification under Section 1 or 2 of this Article for a portion of expenses including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement but not for the total amount thereof, the Corporation may indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

Section 9.4. **Determination and Evaluation of Scope of Indemnification.** Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Section 1 or 2 of Article may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding upon receipt of an undertaking by or on behalf of the Trustee, officer, employee, committee member, non-director volunteer, or agent to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by the Corporation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured.

Section 9.5. **Discretionary Reimbursements.**

(1) The indemnification or advancement of expenses provided under Sections 1 to 4 of this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Articles of Incorporation, Bylaws, or a contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

(2) The indemnification provided in Sections 1 to 4 of this Article and this section continues as to a person who ceases to be a Trustee, officer, employee, committee member, non-director volunteer, or agent and shall inure to the benefit of the heirs, executors, and administrators of the person.

Section 9.6. **Insurance.** The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee, committee member, non-director volunteer, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, non-director volunteer, or agent of another corporation, business corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against the person and incurred by the person in any such capacity or arising out of the person's status as such, whether or not the Corporation would have power to indemnify the person against such liability under Sections 1 to 5 of this Article.

Section 9.7. **Corporation.** For purposes of Sections 1 to 6 of this Article, "Corporation" includes all constituent corporations absorbed in a consolidation or merger and the resulting or surviving corporation or business corporation, so that a person who is or was a trustee, director, officer, employee, non-director volunteer, or agent of the constituent corporation or is or was serving at the request of the constituent corporation as a director, officer, partner, trustee, employee, non-director volunteer, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise whether for profit or not shall stand in the same position under the provisions of this section with respect to

the resulting or surviving corporation or business corporation as the person would if the person had served the resulting or surviving corporation or business corporation in the same capacity.

Section 9.8. **Limitations on Indemnification.** The total amount of expenses advanced or indemnified from all sources shall not exceed the actual amount of expenses incurred by the person seeking indemnification or advancement of expenses.

Section 9.9. **Continuation of Indemnification.** The indemnification provided for in this Article continues as to a person who ceases to be a Trustee, director, officer, employee, non-director volunteer, committee member or agent and shall inure to the benefit of the heirs, personal representatives, and administrators of such person.

Section 9.10. **Other Requirements.** Notwithstanding anything in this Article to the contrary, any indemnification or reimbursement provided in this Article shall not be provided to any extent now or hereafter prohibited by applicable law.

Section 9.11. **Other Definitions.** For purposes of this Article, “other enterprises” shall include employee benefit plans; “fines” shall include any excise taxes assessed on a person pertaining to an employee benefit plan; and “serving at the request of the Corporation” shall include any service as a director, officer, employee or agent of the Corporation which imposes duties on, or involves services by the director, officer, employee, or agent regarding an employee benefit plan, its participants or its beneficiaries; and a person who acted in good faith and in a manner reasonably believed to be in the interest of the participants and beneficiaries of any employee benefit plan shall be considered to have acted in a manner “not opposed to the best interests of the Corporation” as referred to in this Article.

ARTICLE X **NOTICES**

Except as otherwise provided in the Articles of Incorporation or these Bylaws, or as otherwise required by applicable law:

(a) Any notice required by these Bylaws or by law shall be in writing unless oral notice is reasonable under the circumstances.

(b) Notice may be communicated in person; by telephone, telegraph, teletype, email or other electronic transmission, or other form of wire or wireless communication; or by mail or private carrier. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published, or by radio, television, or other form of public broadcast communication.

(c) Written notice by the Corporation to any Trustee, or officer, if in a comprehensible form, is effective when sent by the method chosen above. Mailing shall be with first-class postage prepaid and correctly addressed to the Board of Trustees address shown in the Corporation's current record of Trustees.

(d) Written notice to the Corporation may be addressed to its registered agent at its registered office or to the Corporation or its secretary at its principal office shown in its most recent annual registration with the Secretary of State.

(e) Except as provided in subsection (c) of this Article XI, written notice, if in a comprehensible form, is effective at the earliest of the following:

(1) When received, or when delivered, properly addressed, to the addressee's last known principal place of business or residence;

(2) Five days after its deposit in the mail, as evidenced by the postmark, if mailed with first class postage prepaid and correctly addressed; or

(3) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

(f) Oral notice is effective when communicated if communicated in a comprehensible manner.

(g) In calculating time periods for notice under these Bylaws, when a period of time measured in days, weeks, months, years, or other measurement of time is prescribed for the exercise of any privilege or the discharge of any duty, the first day shall not be counted but the last day shall be counted.

(h) If sent by email, electronic transmission or other form or wired or wireless communication, notice is presumed to be received when the notice is sent. For purposes of these Bylaws, a Trustee, the Corporation or other person shall be deemed to have authorized a notice or other communication to be given by electronic transmission to his, her or its electronic address. "Electronic address" means an electronic mail address for electronic transmissions by electronic mail or telephone facsimile number for electronic transmissions by facsimile, which address appears on the records of the Corporation. As used in these Bylaws:

(a) "Electronic transmission" or "electronically transmitted" means communication by email, facsimile, or other form of communication that meets all of the following: (i) it does not directly involve the physical transmission of paper; (ii) it creates a record that may be retained and retrieved by the recipient; and (iii) it may be directly reproduced in paper form by the recipient through an automated process.

(b) If a notice, consent, statement, affirmation, opinion, undertaking or other communication is required or permitted by these Bylaws to be in writing, a notice, consent, statement, affirmation, opinion, undertaking or other communication given by electronic transmission is in writing.

(c) A signature given by electronic transmission, PDF or photocopy shall be valid, binding and effective as an original, manual wet-ink signatures.

ARTICLE XI
AMENDMENT TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at any time and from time to time but only by the affirmative vote of a majority of the entire voting Trustees of the Board of Trustees and subject to approval by the Provincial Superior, whose consideration shall be limited solely to his responsibility for the maintenance of the School's Catholic identity and its Catholic mission set out in Section 1.2, and, to the extent of any alteration, amendment or repeal of Article 1 - Section 1.2, Article II - Section 2.2 (a) or (b), this Article XI or Article XII, the approval of the Archbishop of Detroit shall also be required.

ARTICLE XII
SUCCESSOR RELIGIOUS INSTITUTE

In the event that the Society of Mary determines that it may no longer fulfill its rights and obligations specified in the Articles of Incorporation and these Bylaws, such rights and obligations may be fulfilled by a successor religious institute with the approval of the Provincial Superior, whose consideration shall be limited solely to his responsibility for the maintenance of the School's Catholic identity and its Catholic mission set out in Section 1.2, and the Board of Trustees, with such notifications to and approvals by the Archbishop of Detroit as required by the 1983 Code of Canon Law, as it may be amended from time to time or any successor code, and as necessary to ensure the continued recognition of the School as a Catholic school under the 1983 Code of Canon Law, as it may be amended from time to time or any successor code.