

## **BYLAWS OF BISHOP MANOGUE CATHOLIC HIGH SCHOOL**

### **ARTICLE I THE CORPORATION**

#### **1.1 Name**

The name of the corporation shall be Bishop Manogue Catholic High School, a nonprofit corporation (the "Corporation").

#### **1.2 Purpose**

This Corporation is organized and operated as a nonprofit corporation under the provisions of Chapter 82 of the Nevada Revised Statutes and shall be organized and operated exclusively for charitable, educational, and scientific purposes within the meaning of such terms as used in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Subject to the restrictions set forth below, the objects and purposes of the Corporation and the nature of the business to be carried on by it shall include, but not necessarily be limited to, the following:

- A. To establish, operate and maintain a Catholic high school for the education of youth;
- B. To solicit, apply for, receive, hold, invest, improve, develop, manage, administer, and distribute both real and personal property, grants, gifts, bequests, endowments, and other funds for the benefit of this Corporation; and
- C. To do any and all acts that are necessary, proper, useful, incidental or advantageous for the forgoing purpose.

Notwithstanding any terms or provision of these Bylaws to the contrary, the Bylaws shall be construed at all times to be consistent with, and in conformity to, the current Code of Canon Law of the Catholic Church, Latin Rite.

#### **1.3 Non-Profit Corporation**

This corporation must not have or issue shares of stock. It is not formed for a purpose involving pecuniary gain to its members. It must not distribute any gain, profit or dividends to any member, except as provided in NRS Chapter 82, or upon dissolution or final liquidation as provided in NRS Chapter 82, and in the Corporation's articles and these Bylaws.

#### **1.4 Principal Office**

The principal office and post office address of the Corporation is 110 Bishop Manogue Drive, Reno, NV 89511.

#### **1.5 Changing the Location of the Principal Office**

The Corporation may change the location of the principal office at any time by resolution of the Board of Directors ("Board").

## **ARTICLE II** **MEMBERSHIP**

### **2.1 Membership**

There shall be only one (1) voting member of the Corporation within the meaning of the Nevada Nonprofit Corporation Law and that member shall be the Incumbent ROMAN CATHOLIC BISHOP OF RENO, and His Successors, a corporation sole (the "Member"). The Member shall have the right to vote for the election of directors, on the disposition of all or substantially all of the assets of the Corporation, on merger or dissolution. The Member shall also have the rights afforded to the member under the Nevada Non-Profit Corporation Law. It is the responsibility of the Member to ensure that the decisions of the Corporation are in accord with the norms of the Code of Canon Law of the Roman Catholic Church.

### **2.2 Powers reserved to the Member**

The following are reserved to the Member, and shall be exercised by the Member after consultation with the Board of Directors. The action of the Member with respect to such matters shall be final.

- A. To approve any proposed amendments to the Articles of Incorporation.
- B. To approve or disapprove any proposed modification to the essential nature or purpose of the Corporation, or any proposed merger, consolidation or reorganization of the Corporation.
- C. To approve or disapprove the sale, long-term lease, disposition, or encumbrance of any real property of the Corporation.
- D. To approve or disapprove any indebtedness in excess of an amount established annually by the Member.
- E. To approve the dissolution of the Corporation and the distribution of assets upon dissolution.
- F. To appoint and remove the President.

### **2.3 Delegation of Authority**

With the exception of the powers reserved to the Member as enumerated in Section 2.2, the Member delegates total authority and responsibility to the Board of Directors for the operation of the Corporation in accordance with these Articles of Incorporation and Bylaws, and in accordance with the corporate policies as they may be adopted in resolutions the Member from time to time.

## **ARTICLE III** **THE BOARD OF DIRECTORS**

### **3.1 Appointment and Removal of Directors**

Directors shall be recommended by the Board and appointed by the Member and shall serve for a term of three (3) years. In the event the Board cannot agree on new Directors, the Member of the Corporation shall appoint Directors as necessary. The Member may designate a subcommittee of the Board to seek out qualified candidates and to submit recommendations to the Board. The Board of Directors, by a majority vote, may recommend the removal of a Director, subject to the approval of the Member.

### **3.2 Number**

The authorized number of Directors of the Corporation shall be not less than five until changed by the amendment of the Article of Incorporation of these Bylaws.

### **3.3 Term of Office**

The New Directors are appointed at the last meeting of the fiscal year and assume their duties at the first meeting of the following fiscal year. Directors may be appointed to two (2) consecutive terms of three (3) years after which they will not be eligible for reappointment until they have remained off the Board of Directors for at least one (1) year. The Superintendent of Catholic Education shall serve as a Director for such time as he or she occupies the position of Superintendent of Catholic Education.

### **3.4 Qualifications**

The Directors shall be persons of outstanding integrity and moral character who are able to offer knowledge, expertise and commitment to the Board and Corporation. In addition, the Directors shall possess an understanding of the mission and goals of the Corporation and of the school and an ability to serve and act without conflicting interests.

At all times, a majority of the Directors shall be practicing Catholics. Directors shall not be a relative to an employee of Bishop Manogue Catholic High School during the Directors tenure on the Board. For the purposes of this qualification, "relative" is a spouse, child, parent, sibling, or corresponding in-law or "step" relation. (Amended 5/23/2012)

### **3.5 Duties of Directors**

A Director shall perform the duties of his or her office, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.

### **3.6 Responsibilities of the Board of Directors**

The Board of Directors shall have full power and authority to govern the affairs of the Corporation except for and subject to the powers and actions reserved to the Member elsewhere in the Bylaws or Articles of Incorporation. The Board may delegate the performance of any duties or the exercise of any powers to such officers, agents, employees, or committees it may deem appropriate, provided that all corporate powers shall be exercised, all corporate property controlled, and all corporate activities and affairs managed under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws.

- A. Maintain the philosophy, mission and identity of the school as a Catholic secondary school.
- B. Recommend to the Member for appointment or removal the President and to prescribe the powers duties, and compensation of the President.
- C. Nominate and recommend individuals to the Member for appointment as Directors.
- D. Borrow money and incur indebtedness for the purposes of the Corporation, and cause to be executed and delivered therefore in the corporate name promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities within the limits established annually by the Member.
- E. Approve and monitor the annual operating and capital budget.
- F. Appoint the auditors and receive and review the annual financial audit or review.
- G. Lead the strategic planning effort for the School and monitor the strategic plan adopted.
- H. Develop, evaluate and revise such policies for the effective operation of the Corporation as are consistent with the Articles, these Bylaws, or applicable civil or canon law. These policies include, but are not limited to, development, finance, marketing, nominating and other areas as needed for the effective operation of the Corporation.
- I. Approval all school policies.
- J. Evaluate annually the President and the work of the Board of Directors.
- K. Develop and approve a marketing and development plan.

- L. Ensure facility safety and plan for maintenance and repair.
- M. Adopt, make and use a corporate seal and alter the form of such seal from time to time as the Board may deem best.
- N. Perform other functions as may be required for the effective operation of the Corporation.

**3.7 Title and Management of Property**

All property, funds, and assets received or acquired by the Corporation shall be taken, held, managed, and expended as directed by the Board. Title to all property, funds, and assets of the Corporation shall at all times be and remain vested in the Corporation.

**3.8 Gifts and Contributions**

The Board may accept contributions, gifts, bequests, or devises of property to the Corporation for uses that relate to the purposed of the Corporation.

**3.9 Contracts**

No employee or officer of the Corporation is authorized to enter into any contract for goods or services, including employment contracts, exceeding \$5,000, unless the expenditure is already included in the approved annual budget. The President and Principal together are authorized to enter into annual contracts with the professional educational staff (those receiving a teacher contract), provided they do not exceed the approved budget for such expense. No written employment contract may be offered to any person without prior Board authorization. The Board may, by resolution, authorize any officer or officers, or agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract, or to execute and deliver any instrument in the name of or on behalf of the Corporation. Such authority may be general or confined to specific instances.

**3.10 Resignation of Directors**

Any Director may resign by giving written notice to the President, the Chairman of the Board, the Secretary, or the Board. And such resignation shall be effective upon receipt of the notice of resignation, unless a later date is specified in the notice. If a later effective date of resignation is specified, a successor to the resigning Director may be selected prior to that date, but the successor shall not take office until that date.

**3.11 Attendance**

Upon majority vote of the Board of Directors, any Directors who fail to attend at least seventy percent (70%) of the meetings held during the preceding twelve (12) months shall be removed on December 31 of that year. The Board of Directors may waive the provision of this paragraph 3.11 for good cause.

**3.12 Vacancies in the Board of Directors**

The Chairman of the Board shall fill any vacancy which exists on the Board whether by death, resignation, or otherwise after consultation with the Board of Directors. Any person designated to fill a vacancy on the Board shall hold office for the unexpired term of his predecessor in office, subject to the power of removal contained in these Bylaws.

**3.13 Liabilities of Directors**

The Directors shall not be personally liable for debts, liabilities, or other obligations of the Corporation.

**3.14 Fees and Compensation**

The Directors shall not receive any compensation for their services, but may receive reimbursement for any bona fide expenses incurred in the furtherance of their duties.

**3.15 Exercise of Power and Duties**

The Board shall, by order or resolution duly enter in the minutes, exercise all the powers and duties set forth in this Article II and elsewhere in these Bylaws. All orders and resolutions shall, unless these Bylaws specify otherwise, be adopted by a majority vote of all the members of the Board present at the meeting, regular or special, at which the action is taken, regardless of whether action is denominated a rule, regulation, or other type of action.

## **ARTICLE IV** **OFFICERS**

### **4.1 Officer Elections**

Officers and committee chairmen shall be elected by the Board of Directors at the last meeting of the fiscal year. Newly elected officers shall assume their duties at the meeting following their election. Any number of offices may be held by the same person, except that neither the President of the High School nor the Chairman may hold more than one office concurrently. Neither the Secretary nor the Treasurer may serve concurrently as the President of the High School. Except as otherwise specifically provided by the Board, all officers of the Corporation shall serve without compensation.

### **4.2 Officers**

The officers of this Corporation shall be Chairman of the Board; Vice Chairman of the Board; President of the High School, Secretary and Treasurer of the Board and such further officers as may be designated by the Board from time to time. During a vacancy in the office of Chairman, the Vice Chairman shall assume the duties of the Chairman.

### **4.3 Executive Committee**

The Executive Committee shall consist of all officers of the Corporation.

### **4.4 Officer's Term of Office**

The Chairman, Vice Chairman, Secretary and Treasurer shall be elected at the last meeting of the fiscal year and shall serve for one year. Notwithstanding the established term of office, all officers shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

### **4.5 Chairman**

The Chairman of the Board shall be the executive head of the Board. The Chairman, or in his absence, the Vice Chairman, shall preside at all Board of Directors meetings and shall have general supervision of the affairs of the Corporation, and over the other officers. The Chairman shall have the authority to call special meetings and set the agenda, in consultation with the President, for all meetings of the Board.

All contracts, transfers, assignments, satisfactions, conveyances, deeds, mortgages, and evidence of indebtedness, and documents materially affecting the real or personal property of the Corporation, shall be executed by the Chairman and attested to by the Secretary.

### **4.6 Vice Chairman**

At the request of the Chairman or in the Chairman's absence, the Vice Chairman shall exercise and discharge the duties and functions of the Chairman of the Board and when so acting, will have the powers of the Chairman. The Vice-Chairman shall actively assist the Chairman and shall perform those duties delegated by the Chairman. The Vice-Chairman of the Board shall be empowered to perform all duties incident to such office.

#### **4.7 President**

The President shall be the general manager of the Corporation and shall supervise, direct, and control the Corporation's day to day activities, and officers. The President serves at the discretion of the Board of Directors. The President shall attend all the meetings of the Board of Directors in a non-voting capacity to provide reports regarding operations of the school, including maintenance of the school's Catholic identity, activities, enrollment, finances, personnel and such other topics the Board requests. The President shall also have such powers and duties as the Board and these Bylaws may prescribe.

The duties of the President shall be contained in a separate document that may be appended to these Bylaws. Such job description may be amended only by majority vote of the Board, subject to the approval of the Member. The President should be consulted in advance as well.

The President shall be subject to a yearly performance review by the Executive Committee of the Board of Directors, excluding the President.

#### **4.8 Secretary**

The Secretary shall have the authority and responsibility to:

- A. Create, maintain, and preserve directly or indirectly all non-financial business records and official documents of the Corporation (including but not limited to minutes of the meetings, written resolutions or directions defining officers' authority and duty, notices, membership lists, and annual reports);
- B. Supervise, monitor, and ensure preparation of all non-financial filings and reports required to be made by the applicable laws or under these Bylaws (including but not limited to, annual statements to the Secretary of State, and annual reports to the Directors);
- C. Attend, or arrange for a duly selected recorder to attend, every meeting of the Board or of the committees of the Board in order to prepare the minutes and submit to the secretary to certify as true and correct minutes of each such meetings. In the absence of the Secretary, the minutes shall be certified by the Vice-Chairman of the Board, or a board member designated by the Chairman;
- D. If the Corporation adopts a seal, be responsible for the location and use of the seal;
- E. Hold any seal and all corporate records entrusted to the Secretary's care, financial and non-financial alike, available for inspection, copying, or other non-destructive uses by the Directors of the Corporation. The Secretary shall obtain a signed receipt for any original records removed from the Secretary's care, shall keep a record of who removes and makes copies of corporate

records, and such receipts and records shall be placed in record of the Corporation which are not removed.

#### **4.9 Treasurer**

The Treasurer shall have the authority and responsibility to:

- A. Create, Maintain, and preserve, either directly or indirectly, all financial records of the Corporation (including, but not limited to, corporate books of account, tax records, and bank account records);
- B. Supervise, monitor, and ensure preparation of all financial reports and filings required to be made by the Corporation under law or these Bylaws (including, but not limited to, tax returns, informational returns, and annual financial reports to the Directors);
- C. Administer or supervise corporate banking activity to keep such activity within the budget or other guidelines established by written resolution of the Board;
- D. Hold, or deliver to the Secretary for holding, all corporate records entrusted to the Treasurer's care available for inspection, copying, or other nondestructive use by the Directors of the Corporation. The Treasurer shall get a signed receipt for any original records removed from his or her care, shall keep a record of who makes or removes copies of corporate records, and such receipts and records shall be placed in records of the Corporation that are not removed.
- E. Serve as the chairman of the Finance Committee.

#### **4.10 Removal**

Any officer elected or appointed by the Board may be removed by the Board by a majority vote thereof whenever, in the Board's judgment, the interests of the Corporation would be best served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

#### **4.11 Resignation**

Any officer elected or appointed by the Board may resign at any time by giving written notice to the Board. Any such resignation shall take effect on the date of receipt of the notice or at any later time specified by the notice. Unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation by an officer shall be without prejudice to the rights, if any, of the Corporation under any contract to which the officer was a party.

**4.12 Vacancies**

A vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, shall be filled by the Board for the unexpired portion of the term.

**ARTICLE V**  
**MEETINGS OF THE BOARD OF DIRECTORS**

**5.1 Regular Meetings**

Regular meetings of the Board, or of committees of the Board, shall be held at least twice a year at the time and place for such meetings fixed by written resolution of the Board or of the committee. Notice shall be given for all regular and special meetings of the Board in the manner set forth for notices. The meeting shall be held at the principal office of the Corporation unless otherwise specified.

**5.2 Annual Meeting**

The annual meeting shall be held in October of each year. The board will receive the annual report of the school for the preceding school year and the audit report at the annual meeting.

**5.3 Special Meetings**

Special meetings of the Board of Directors may be called at any time by the Chairman, or if the Chairman is absent by the Vice Chairman.

**5.4 Notice**

Notice of all special meetings shall be made to each Director in writing, electronically, or by telephone by the Secretary or the Secretary's agent, and shall indicate the purpose of the meeting. It shall be given at least forty-eight (48) hours prior to the time set for the meeting.

Notice of all special meetings shall be made to each member of the Board in writing and by telephonic communication by the Secretary or the Secretary's agent, shall indicate the purpose of the meeting, and shall be given at least forty-eight (48) hours prior to the time set for the meeting.

**5.5 Substitutes for Notice**

- A. A written waiver of notice, consent to holding the meeting, or approval of the minutes of the meeting signed either before or after the meeting, whose content would satisfy the requirement for content of notice; or,
- B. The written minutes of the meeting reflecting attendance by the Director or Board member, without protest to the lack of notice prior to or at the commencement of such meeting.

**5.6 Quorum**

A majority of the Directors shall constitute a quorum. Every act done or decision made by a majority of the authorized participants at a meeting at which a quorum is present, or at which a quorum was initially present, is the act of the group holding the meeting, except that Director self-dealing transactions must be authorized or approved in good faith by a vote of a majority of the Directors then in office.

- A. Without counting the vote of the interested Directors;
- B. With full knowledge of the interested Director's interest in the transaction.

No committee of the Board shall approve or authorize a Director self-dealing transaction. Interested participants shall be counted in determining the presence of a quorum at any meeting.

**5.7 Meetings by Telephone**

Any meeting may be held by telephone conference or any other communication equipment that allows all person participating in the meeting to hear one another and to speak to one another, if approved by the majority of the Directors physically present at the meeting. Participating by telephone or other equipment that meets the criteria of this Section shall constitute the presence of each participating person.

**5.8 Action Without a Meeting**

Any action required or permitted to be taken at a regular or special meeting may be taken without a meeting:

- A. By the Board or any committee of the Board, by unanimous written consent to such action;
- B. By the Board by written ballot or electronic ballot if such ballot: (i) is distributed to every member of the Board; (ii) sets forth the proposed action; (iii) provides an opportunity to abstain, to approve or to disapprove of any proposal; and (iv) may be returned to the Corporation within a reasonable time. Approval by written or electronic ballot shall be valid on if: (i) the number of votes cast by ballot within the allotted time equals or exceeds the quorum required to be present at a meeting authorizing the action; and (ii) the number of ballots approving the action equals or exceeds the number of votes that would be required to approve the proposed action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

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**ACTION VI**  
**COMMITTEES OF THE BOARD OF DIRECTORS**

**6.1 Creation**

Committees may be created by a resolution adopted by a vote of a majority of a quorum of the Board. A committee shall have all the authority of the Board in the areas set forth in the resolution creating the committee, except that no committee shall have the authority to:

- A. Approve any action which requires approval the Board;
- B. Fill vacancies on the Board or any committee;
- C. Amend or repeal the existing Bylaws of the Corporation, or adopt new Bylaws for the Corporation;
- D. Amend or repeal any resolution of the Board unless such resolution expressly authorizes amendment or repeal by the committee;
- E. Create committees or appoint members to committees; or
- F. Approve any Director self-dealing transaction.

**6.2 Appointment of Committees**

The Nominating Committee shall recommend a slate of committee chairman to the Chairman of the Board of Directors, who shall appoint the Committee chairman. The chairman of each committee shall select the committee members who need not be members of the Board. The Chairman, working with the nominating chair shall appoint the members of the Nominating Committee who must be members of the Board. The Chairman and Vice-Chairman of the Board of Directors shall serve on the Nominating Committee in addition to other directors who are appointed to this committee. The following shall be standing committees of the Board: Executive Committee, Development and Advancement Committee, Endowment Committee, Facilities/Maintenance Committee, Financial Committee, Mission Effectiveness Committee, Policy Committee. The Chairman shall appoint a nominating committee each year comprised solely of board members. In addition ad hoc committees may be appointed from time to time as needed to support the work of the Board. Minutes shall be kept of each meeting of each committee. (Amended 11/4/2009)

**6.3 Function**

It shall be a function of committees to make investigations, undertake studies, and make recommendations to the Board of Directors and to carry out such activities as may be specifically assigned to them by the Chairman of the Board of Directors.

**6.4 Terms of Office**

Each member of a Committee shall continue as such until a successor is appointed, unless such a committee shall be sooner abolished or such member shall be removed.

**6.5 Vacancies**

Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in case of original appointments.

**6.6 Quorum**

Unless otherwise provided by the Board, a majority of the whole committee shall constitute a quorum, and the act of a majority of the committee members present at a meeting at which a quorum is present shall be an act of the committee.

**6.7 Rules**

Each committee may adopt such rules and regulations for its meetings and the conduct of its activities as it may deem appropriate; provided, however, that such rules and regulations shall be consistent with these Bylaws, and provided further that regular minutes of all proceedings shall be kept.

**ARTICLE VII**  
**FISCAL MATTERS**

**7.1 Deposits**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

**7.2 Checks, Drafts, Orders of Payment**

All checks, drafts, orders of payments for money, notes or other evidence of indebtedness issued in the name of Corporation shall be signed by such officer or officers, agent or agents of the Corporation in such a manner as the Board shall from time to time determine by resolution. In the absence of such a determination, such instruments shall be signed by the Treasurer and countersigned by the Chairman, or, in the latter's absence, the Vice Chairman. Any checks above \$5,000 that is outside of ordinary operating expenses (as referenced in Article 3.9) shall be signed by the Board Treasurer or Chairman as one of the two signatures.

**7.3 Excess Funds**

Whenever the cash balance of the Corporation is deemed to be in excess of actual needs for the immediate future, the Board may authorize the investment of any surpluses for interest earning purposed in United States government bonds, in savings accounts in banks or in saving and loan associations where deposits are guaranteed by an agency of the federal government, in such other institutions, accounts, and investments as may be approved by the Board, or in any combination of these. Deposits in such investments shall be made in the name of the Corporation. Authority for the making of withdrawals from such investments shall be vested in the Chairman and the Treasurer acting together.

**7.4 Fiscal Year**

The fiscal year of this Corporation shall close on June 30<sup>th</sup> each year.

**ARTICLE VIII**  
**MISCELLANEOUS**

**8.1 Corporate Records and Reports; Keeping Records**

The Corporation shall keep adequate and correct records of accounts and minutes of the proceedings of its Board of Directors and committees. The Corporation shall also keep a record of its members' names and addresses. The Corporation shall also keep at its registered office a copy certified by the Secretary of State, of its Articles and all the amendments thereto. The minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

**8.2 Annual Report**

The Board shall cause an annual report to be sent to each member of the Board no later than November 30<sup>th</sup> of each year. That report shall contain the following information, in appropriate detail, for the fiscal year.

1. The assets and liabilities, including any trust funds, of the Corporation as of the end of the fiscal year.
2. The principal changes in assets and liabilities, including trust funds.
3. The revenue or receipts of the Corporation both unrestricted and restricted to particular purposes.
4. The expenses or disbursements of the Corporation for both general and restricted purposed.
5. Any information required by Section 8.3 of these Bylaws.
6. This report shall include a summary of the previous school year including students and staff demographics, graduation, scholarship, tuition collection and status, development office activities and accomplishments and outstanding academic and athletic achievements.

The annual report shall be accompanied by any summary reports of independent auditors.

The requirement of an annual report shall not apply if the Corporation receives less than \$25,000.00 in gross revenues or receipts during the fiscal year, provided, however, that the information specified about for inclusion in an annual report must be furnished annually to all Directors.

**8.3 Annual Statement of Certain Transactions and Indemnifications**

As part of the annual report referred to in Section 8.2 above, or as a separate document if no annual report is issued, the Corporation shall annually prepare and mail or

deliver to each member of the Board and furnish to each Director a statement of any transaction or indemnification of the following kind within one hundred and twenty (120) days after the Corporation's fiscal year:

A. Any transaction:

1. In which the Corporation, its parents, its subsidiary, or its affiliated corporation was a party,
2. In which an "interested person" had a direct or indirect material financial interest, and
3. Which involved more than \$50,00, or was one of a number of transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is either of the following:
  - Any Director or officer of the Corporation, its parent, or subsidiary, but mere common directorship shall not be considered such an interest; pr
  - Any holder of more than ten percent (10%) of the voting power of the Corporation, its parents, its subsidiary or its affiliated corporation.

B. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction and, if applicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need to be stated.

C. Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director of the Corporation under Section 8.5 of these Bylaws, unless that indemnification has already been approved by the membership under NRS 82.541.

**8.4 Waiver of Notice**

Whenever any notice is required to be given under the Articles or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

**8.5 Indemnification**

A. The Corporation shall indemnify any 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 (other than an action by or in the right of the Corporation) by reason of the fact that the person is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture trust or other enterprise, against expenses, including attorneys' fee, judgment, fines and amounts paid or owed in settlement actually and reasonably paid or incurred by the person or rendered or levied against 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, and with respect to any criminal action or proceeding, had no reasonable cause to believe the person's 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, does 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, or, with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.
- B. In Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any 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 Director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorney's fees actually and reasonably paid or incurred by the person in connection with the defense or settlement of the action or suit if the person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, provided, however, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to liable for misfeasance or nonfeasance of the performance of the person's duty to the Corporation unless and only to the extent that, despite the adjudication of liability but in view of all circumstances of the case, such person fairly and equitably merits indemnification.
- C. To the extent that a person who may be entitled to indemnification by the Corporation under this section is or has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsection (A) and (B) above, or in defense of any claim, issue or matter therein, the person must be indemnified against expenses, including attorney's fees, actually and reasonably paid or incurred by the person in connection with the defense.
- D. Any indemnification under subsections (A) and (B), shall be made by the Corporation only as authorized in specific case upon a determination that indemnification of the Director, officer, employee or agent is proper in the

- circumstances because the person has met the applicable standard set forth in subsection (A) or (B). Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the act, suit, or proceeding; or (ii) if such a quorum is not obtainable or, even if obtainable, a quorum of disinterested Directors so directs, or by independent legal counsel chosen by a majority of the disinterested Directors in a written opinion, of (iii) if required by law, by the court in which such action, suit, or proceedings was brought or another court of competent jurisdiction.
- E. Expenses incurred in defending a civil or criminal act, suit or proceeding must be paid by the Corporation in advance of the final disposition of such an act, suit or proceeding if such payment is authorized in the manner provided in subsection (D) upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that the person is entitled to be indemnified by the Corporation as authorized in this section.
- F. The indemnification provided by his section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested directors or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding office, shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.
- G. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise for any liability asserted against the person and liability and expenses incurred by the person in the person's capacity, or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of this section.
- H. For the purposes of this section, references to "the Corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a Director, officer, employee or agent of such a constituent corporation or is or was serving at the request of such a constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this section with respect to the resulting or surviving corporation as the person would if the person had served the resulting or surviving corporation in the same capacity.
- I. The provisions of this section 2.14 apply to the estate, executors, administrators, heirs, legatees or devisees of a person entitled to indemnification hereunder and

the term “person,” where used in the section, including the estate, executors, administrators, heirs, legatees or devisees of the person.

**8.6 Governing Law at Meetings**

All meetings of the Board of Directors shall be governed by the Robert’s Rule of Order, as amended from time to time, except as otherwise provided herein.

**8.7 Heading and Titles**

The headings and titles, numbers and letters used in these Bylaws are intended solely for convenience of reference and or not a part of these Bylaws. No heading, title, number, or letter shall in any way limit or amplify the provisions of these Bylaws, or in any way affect the construction of interpretation of the Bylaws.

**8.8 Severability**

If any portion of these Bylaws, or the application thereof, in any circumstance or to any person or persons is held invalid, the remainder of these Bylaws, or the application thereof, in other circumstances or to any other person or persons shall not be affected thereby.

**8.9 Amendments**

These Bylaws may be amended, amplified or repealed with five (5) days notice at any meeting of the Board of Directors regularly called and held, provided, however, that a majority of the directors shall vote for such amendments, amplification or repeal, and further provided that the Members shall approve such amendment.

**BALANCE OF PAGE LEFT BLANK**

The undersigned, being a member of Bishop Manogue Catholic High School, a Nevada non-profit corporation, hereby approve the foregoing Bylaws as amended.

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Most Reverend Randolph R. Calvo  
Bishop of Reno

### CERTIFICATE OF THE SECRETARY

I, the undersigned Secretary, hereby certify:

1. That I am the duly elected Secretary of Bishop Manogue Catholic High School, a Nevada nonprofit corporation.
2. That the foregoing Bylaws amended Article 6.4, comprising of 20 pages, excluding this page, constitute the Bylaws of said Corporation as adopted at a meeting of the Board of Directors held on the 3<sup>rd</sup> day of December, 2008 and amended at the November 4, 2009 Board Meeting.
3. The foregoing Bylaws amended Article 3.4, comprising of 20 pages excluding this page, constitute the Bylaws of the said Corporation as adopted at the meeting of the Board of Directors held on the 3<sup>rd</sup> December, 2008 and amended at the May 23, 2012 Board meeting

IN WITNESS WHEREOF, I have placed my signature below on this \_\_\_\_\_ day of August, 2012.

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Mary Conklin  
Secretary