

COR CHRISTI ACADEMY
BYLAWS
(INTERNAL GOVERNING RULES)

ARTICLE I - ORGANIZATION

1.1 Names and Organization

The name of the corporation is Cor Christi Academy. Organized exclusively for religious, educational, and charitable purposes, Cor Christi Academy is a nonprofit corporation under the Washington Nonprofit Corporation Act, as codified under Chapter 24.03, of the Revised Code of Washington (hereinafter, “Chapter 24.03 of the RCW”). Cor Christi Academy is also to be a nonprofit corporation under Section 501(c)(3) of the Internal Revenue Code.

1.2 Purpose

The purpose of this corporation is to establish and foster an independent Catholic school in the Wenatchee area of the State of Washington. The purpose of Cor Christi Academy (Latin for “Heart of Christ”) is to educate students in the whole truth about God and man, in the light of the Catholic faith and right reason.

1.3 Nondiscrimination

Cor Christi Academy shall admit students of any race, color, national and ethnic origin to all rights, privileges, programs, and activities and shall not discriminate on the basis of race, color, national and ethnic origin in administering its educational policies, admission policies, or other school-administered programs.

1.4 501(c)(3) Tax Exempt Provisions

1.4.1 This corporation is organized exclusively for religious, educational, and charitable purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

1.4.2 Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

1.4.3 No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in (including the

publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

1.5 Dedication of Assets to Exempt Purposes

1.5.1 The property of this corporation is irrevocably dedicated to religious, educational, and charitable purposes and no part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its Members, Directors, officers or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in the Articles of Incorporation.

1.5.2 Upon dissolution of this corporation, the Board of Directors shall distribute any assets remaining after payments, or provisions for payment, of all debts and liabilities of this corporation, to one or more exempt organizations, for religious, educational, and charitable, purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, to one or more exempt organizations, exclusively for religious, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE II - ACADEMY BOARD

2.1 Academy Board

The business, property and affairs of Cor Christi Academy shall be managed by an Academy Board which shall be the governing body of Cor Christi Academy.

2.2 Number of Academy Board Members

2.2.1 The Academy Board shall initially consist of five (5) voting members.

2.2.2 The Academy Board may also have two (2) Ex Officio (non-voting) members. The two Ex Officio Academy Board members may be: (a) The Principal of Cor Christi Academy and (b) A Representative of the faculty and staff of Cor Christi Academy.

2.3 Term

2.3.1 Voting members of the Academy Board shall be elected for three (3) year terms and may serve multiple terms. Academy Board members shall take office at the Academy Board's June meeting.

2.3.2 Notwithstanding anything to the contrary contained herein, the persons constituting the initial Academy Board shall serve the number of years remaining in the term to which each such person was elected (or appointed) under the Bylaws of Cor Christi Academy. The terms of the initial Academy Board members will commence at the Academy Board's first meeting and shall end at the beginning of the Academy Board's June meeting nearest the three, two, or one year anniversary of their election.

2.4 Eligibility

Academy Board candidates must be members in good standing of a local Catholic Church. In addition, candidates may not be employees or spouses of employees of Cor Christi Academy.

2.5 Nomination

2.5.1 The Nominating Committee shall solicit nominations from parents, staff and others. After receiving such nominations, the Nominating Committee shall contact each nominee to determine his/her willingness to run and qualifications to serve. The Nominating Committee will then choose a slate of candidates based on the skills and talents needed on the Academy Board. The Nominating Committee shall select a number of candidates at least two more than, but not greater than twice, the number of Academy Board members to be elected. In the event that the number of candidates willing to run is equal to the number of Academy Board members to be elected, then no election is necessary and those candidates may be elected by unanimous acclaim of the Board.

2.5.2 All nominees not selected by the Nominating Committee will be contacted and given the chance to have their names placed on the ballot by petition. In order to be placed on the ballot, the nominee must obtain a number of signatures of qualified voters equal to or greater than 15% of the number of students then currently enrolled at Cor Christi Academy. Nominees shall be given not less than ten (10) days to collect the required number of signatures.

2.5.3 The ballot will not differentiate between candidates selected by the Nominating Committee and candidates placed on the ballot by petition.

2.6 Election

2.6.1 Only current Academy Board members are allowed to vote for Academy Board candidates.

2.6.2 No later than May 1st of each year, ballots containing the names of the candidates and a summary of each candidate's qualifications (which may be prepared by the candidates in a format prescribed by the Nominating Committee) shall be presented to each board member who is eligible to vote. The Nominating Committee will establish a date, which shall be no later than May 30th, by which all ballots must be postmarked or received to be considered valid for counting.

2.6.3 Each eligible voter shall be entitled to vote for a number of candidates not to exceed the number of open Academy Board seats. Ballots with more selections than the number of open Academy Board seats shall be declared void and not counted.

2.6.4 Ballots will be counted by the Nominating Committee. Those candidates receiving the most votes will be elected to fill vacancies on the Academy Board. In the case of a tie vote, the tie will be broken by a vote of the Nominating Committee.

2.7 Resignation

An Academy Board member may resign at any time by giving written notice to the Chairman or Secretary of the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt of such notice by the officer, and acceptance of the resignation shall not be necessary to make it effective.

2.8 Removal

Any voting member of the Academy Board may be removed from the Academy Board, with or without cause, at an open meeting of the Academy Board by a two-thirds (2/3) vote of all of the Academy Board members who are then in office and eligible to vote. In addition, any voting Academy Board member who is absent from three (3) meetings of the Academy Board in a twelve (12) month period of time shall be automatically removed from the Academy Board without a vote. Any Board member who is automatically removed may be reinstated by a 2/3 vote of the remaining Academy Board members who are then in office and eligible to vote in the event that there are extenuating circumstances, as determined by the Board, which are deemed to be appropriate reasons for such absence.

2.9 Vacancies

Vacancies occurring by resignation, removal, death, or any other reason, shall be filled by appointment of a person meeting the eligibility requirements for Academy Board candidates specified in this Article II through a majority vote of the remaining members of the Academy Board. An Academy Board member appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor.

2.10 Compensation

No member of the Academy Board shall be entitled to any compensation for his/her services as an Academy Board member. The foregoing shall not prevent Cor Christi Academy from reimbursing any Academy Board member for expenses actually and necessarily incurred by the Academy Board member in the performance of his/her duties as an Academy Board member, or from entering into a contract directly or indirectly with an Academy Board member for the provision of goods and/or services to Cor Christi Academy, provided that such contract is in the best interest of Cor Christi Academy, is on fair and reasonable terms, and does not violate any proscriptions against Cor Christi Academy's use or application of its funds for private benefit or Article IX of these Bylaws.

ARTICLE IV OFFICERS

4.1 Officers

The officers of Cor Christi Academy shall consist of a Chairman, Vice Chairman, Secretary, Treasurer, and the Principal. The Academy Board may at any time appoint such other officers or agents as it deems necessary or proper in the interests of Cor Christi Academy. Only members of the Academy Board shall be eligible to serve as officers of Cor Christi Academy except for the office of Principal. In addition, after the Academy Board has been in existence for twelve (12) months, only Academy Board members who have served on the Academy Board for at least twelve (12) months shall be eligible to serve as Chairman.

4.2 Election and Term of Office

Officers other than the Principal shall be elected by a majority vote of the Academy Board for one year terms at the June meeting of the Board, with said terms to expire coincident with the election of new officers for the following year. An officer's (other than the Principal) term shall expire on the date that such officer ceases to be a member of the Academy Board, if that event occurs prior to the expiration of the one year term.

4.3 Removal

Any officer may be removed as an officer, with or without cause, at an open meeting of the Academy Board by a two-thirds (2/3) vote of all of the Board members who are then in office and eligible to vote.

4.4 Vacancies

In the event of resignation, removal, death or other inability to serve of any officer, the Academy Board without undue delay shall elect a successor at any meeting of the Academy Board to serve until the expiration of the normal term of such officer.

4.5 Chairman

The Chairman shall preside at all meetings of the Academy Board; establish the agenda for all such Academy Board meetings; make all committee appointments with the advice and consent of the Academy Board; serve as Chairman of the Nominating Committee; execute any written instruments as directed by the Academy Board; and lead the annual performance evaluation of the Principal.

4.6 Vice Chairman

The Vice Chairman shall assume all duties and responsibilities of the Chairman in the Chairman's absence or disability and shall perform such other duties and responsibilities as may be prescribed by the Chairman or the Academy Board.

4.7 Secretary

The Secretary shall cause to be made and kept accurate records of the proceedings of the Academy Board, shall attend to the giving and serving of all notices of Cor Christi Academy required by law or these

Bylaws, shall attest and countersign contracts and other documents as may be required. The Secretary shall perform all duties incident to the office of Secretary and such other duties as may from time to time be required.

4.8 Treasurer

The Treasurer shall supervise the care and custody of the funds and securities of Cor Christi Academy, direct the deposits of funds in depositories designated by the Academy Board, cause to be made written monthly and annual reports of the finances of Cor Christi Academy, and such other financial reports as may from time to time be required by the Academy Board. The Treasurer shall Chair the Finance Committee and be a member of the Nominating Committee.

4.8.1 All checks, drafts or orders for the payment of money shall be signed by Cor Christi Academy's business manager and/or such person designated by the Academy Board.

4.9 Principal

The Principal shall be the administrator of Cor Christi Academy who shall be appointed by the Academy Board. The Principal shall be the chief executive officer of Cor Christi Academy and shall serve under the direction of the Academy Board. The Principal shall serve without vote as an Ex Officio member of the Academy Board and as a voting member of the Educational Policy committee. With Academy Board approval, the Principal may provide for such other administrative positions as he or she may deem desirable.

ARTICLE V - COMMITTEES

5.1 Committee Organization

There shall be five (5) standing committees of the Academy Board: Educational Policy Committee, Finance Committee, Building & Grounds Committee, Nominating Committee, Fundraising Committee, Marketing Committee and Appeal Panel. In addition to these standing committees, the Academy Board may from time to time define such other committees as may be necessary to aid the Academy Board in carrying out the business of Cor Christi Academy.

5.2 Committee Appointment

5.2.1 Before May 15 of each year, each existing committee shall submit to the Academy Board its recommendations of proposed members for its committee for the following year. The Chairman with the advice and consent of the Academy Board shall, before June 30 of each year, appoint members to the standing and special committees according to the provisions of this Article IV. Each committee shall serve from August 1st through July 31st of the following year.

5.2.2 The Academy Board shall have the power to remove at an open meeting of the Academy Board, with or without cause, any member of any committee, except the Appeal Panel, by a majority vote of all of the Academy Board members then in office who are eligible to vote. Members of the

Appeal Panel may only be removed by a two-thirds (2/3) vote of all of the Academy Board members then in office who are eligible to vote.

5.3 Communication and Approval

The role of both the standing and the special committees shall be to advise the Academy Board in matters which are brought before the committee. The Academy Board shall, unless specifically delegated to a committee by these Bylaws or a formal resolution of the Academy Board, retain the responsibility and authority for making policy and governance decisions for Cor Christi Academy. All actions of the committees shall be subject to the direction and approval of the Academy Board. All committees shall provide the Principal and the Academy Board a copy of the minutes of each meeting held by such committee within fourteen (14) days after such meeting.

5.4 Committee Membership, Size and Duties

Each committee shall be chaired by a member of the Academy Board. Each Academy Board member shall serve on at least one committee. Except as otherwise provided in this Article IV, other members of the committees may include representatives from the parents, faculty or any other person appointed by the Academy Board. The Chairman and Principal may serve as Ex Officio members of any committee of which they are not already members. Except as otherwise provided in this Article IV, each committee shall have from three (3) to nine (9) members as shall be determined from time to time by the Academy Board.

5.4.1 The Educational Policy Committee shall consist of the Principal, at least one Academy Board member, at least one Teacher, and other members appointed by the Academy Board. The Educational Policy Committee shall be responsible for advising the Academy Board and Principal on the areas of curriculum, extra-curricular activities, dress code, discipline, and other matters as determined from time to time by the Academy Board.

5.4.2 The Finance Committee shall be chaired by the Treasurer and shall include other members appointed by the Academy Board. The Finance Committee shall be charged with the responsibility of planning, arranging, recommending and supervising the financial policies and affairs of Cor Christi Academy, including a suitable budget and accounting system, Cor Christi Academy's annual budget, tuition levels, tuition collection policies, compensation policies, and other matters involving the financial interests of Cor Christi Academy. The acts, procedures, and recommendations of this committee pertaining to the aforementioned must be approved by the Academy Board before they become effective.

5.4.3 The Building and Grounds committee shall consist of at least one Academy Board member, at least one teacher, and other members appointed by the Academy Board. The Building and Grounds committee shall be responsible for advising the Academy Board regarding the maintenance and replacement of Cor Christi Academy's physical plant, grounds, equipment, and other matters as determined from time to time by the Academy Board.

5.4.4 The Nominating Committee shall consist of no more than five (5) members including the Academy Board Chairman who shall chair the Nominating Committee, the Treasurer and other members appointed by the Academy Board. The Nominating Committee will be responsible for nominating Academy Board candidates and conducting the Academy Board election according to the provision of Article II of these Bylaws.

5.4.5 The Appeal Panel shall be comprised of five (5) members, not all of whom are of the same sex, including one (1) parent who is a member of the Academy Board, one (1) parent of a student enrolled in Cor Christi Academy in the current or upcoming school year, two (2) educators not affiliated with Cor Christi Academy, and one (1) additional member from any of these categories. In addition to the five regular members of the Appeal Panel, the Academy Board shall appoint one (1) alternate member who would serve as a voting member only in the case of a vacancy or in the event that a regular member of the Appeal Panel disqualifies himself or herself due to a conflict of interest. This alternate member shall be an educator not affiliated with Cor Christi Academy. Unless other responsibilities are specifically assigned to the Appeal Panel by formal resolution of the Academy Board, the Appeal Panel's responsibility shall be limited to hearing appeals of student expulsions and staff dismissals, excluding dismissal of the Principal. In hearing such appeals, the Appeal Panel shall not formulate policy but shall determine whether existing policy was fairly and appropriately applied. Following an appeal, the Appeal Panel may also make recommendations to the Academy Board regarding the clarification or improvement of relevant policy. All decisions of the Appeal Panel are final and shall not be subject to change by the Academy Board. (For the purposes of this Section 4.4.5, a person "not affiliated with Cor Christi Academy" shall mean a person who does not have a child enrolled in Cor Christi Academy, is not an employee of Cor Christi Academy, is not the spouse of an employee of Cor Christi Academy, is not a member of the Academy Board, and is not a member of any committee of the Academy Board other than said Appeal Panel.)

5.4.6 The Fundraising Committee and the Marketing Committees shall each be chaired by a member of the Academy Board and shall have other members as deemed appropriate by the Chairman, subject to the Academy Board's direction. The Fundraising Committee shall be responsible for coordinating, evaluating selecting and supervising all fundraising within Cor Christi Academy. The Marketing Committee shall be responsible for the annual Cor Christi Academy Open House and any other efforts deemed appropriate by the committee to promote full enrollment in Cor Christi Academy.

5.5 Meeting Frequency

The Finance Committee shall meet at least quarterly during the school year. The Appeal Panel shall meet only as necessary to hear and decide appeals. The Educational Policy and Building and

Grounds Committees shall meet at least quarterly. All other committees shall meet as determined necessary by their Chairs. If agreed upon in advance, meetings may take place online or by phone.

ARTICLE VI - POWERS AND RESPONSIBILITIES

6.1 The Academy Board

The Academy Board shall be the governing body of Cor Christi Academy and, as such, shall have responsibility for Cor Christi Academy governance and policy. The Academy Board shall, in addition to the general powers conferred upon it by these Bylaws, have the power to:

- (a) Elect or appoint the officers of Cor Christi Academy
- (b) Receive and hold by purchase, gift, devise, bequest or grant real or personal property for educational purposes connected with or for the benefit of Cor Christi Academy
- (c) Hire and terminate the Principal
- (d) Evaluate the Principal on at least an annual basis
- (e) Approve the hiring, firing, and evaluation of any Assistant Principal by the Principal
- (f) Establish an annual budget for Cor Christi Academy
- (g) Establish tuition levels and financial policy
- (h) Establish a salary and benefit structure for the employees of Cor Christi Academy
- (i) Establish Cor Christi Academy policy and regulations
- (j) Establish discipline policy
- (k) Retain consultants to perform an outside evaluation of Cor Christi Academy, including the Academy Board.
- (l) Grant and confer such diplomas and certificates or other honors on behalf of Cor Christi Academy as are usually granted by any school of pre-collegiate grade in the United States.
- (m) Changing Cor Christi Academy's mission
- (n) Changing the grade levels which are taught at Cor Christi Academy
- (o) Changing the eligibility criteria (excluding financial policies) for admission
- (p) Incurring debt other than routine trade payables
- (q) The sale or transfer of assets valued at more than \$10,000 to any non-related organization
- (r) Amending these Bylaws or the Articles of Incorporation
- (s) Approving the annual budget established by the Academy Board

6.3 The Principal

The Principal shall be responsible for implementing the policy established by the Academy Board and is responsible for managing the day-to-day operations of Cor Christi Academy. The Principal shall have responsibility for the educational programs and administration of Cor Christi Academy. He or she shall have authority to direct or prescribe the course of study of Cor Christi Academy; for the administration and enforcement of Cor Christi Academy policy; for the discipline, suspension and expulsion of students; and for the administration, hiring and firing of faculty and staff of Cor Christi Academy. The hiring, firing, and

evaluation of any Assistant Principal shall be subject to Academy Board approval. The dismissal of any teacher prior to the end of the school year shall require the concurrence of the Assistant Principal or the Chairman.

ARTICLE VII - MEETINGS

7.1 Regular Meetings

The Academy Board shall hold regular meetings not less than monthly, except for the month of July, on the third Monday of each month or at such other time as shall be determined by the Academy Board. If agreed upon in advance, meetings may take place online or by phone.

7.2 Special Meetings

Special meetings of the Academy Board may be called by the Secretary upon the written request of the Chairman or any three (3) of the Academy Board members, including the Ex Officio members.

7.3 Notice of Meetings

7.3.1 No notice shall be required for any regular Academy Board meeting held on the third Monday of the month. Regular meetings held at another time and Special meetings shall be held on notice of the time and place thereof either delivered personally or sent by mail, telephone, email or FAX to each Academy Board member not less than five (5) days prior to the meeting, and if by telephone, confirmed in writing before the meeting.

7.3.2 Notwithstanding the foregoing, no notice need be given to any person who submits a signed waiver of notice before or after a meeting, or who attends a meeting without protesting any lack of notice.

7.3.3 Notwithstanding the foregoing, all Academy Board and committee meetings, excluding executive session meetings, shall be announced whenever practical in Cor Christi Academy bulletin or another form of written communication to the parents and legal guardians of children enrolled in Cor Christi Academy not less than five (5) days prior to the meeting.

7.4 Place of Meetings

All Academy Board and Committee meetings, excluding executive session meetings, shall be held in Cor Christi Academy building or at such other place as may be set forth in any notice of such meeting. If agreed upon in advance, meetings may take place online or by phone. If an open meeting is to be held in a place other than Cor Christi Academy building, then the parents and legal guardians of students shall be notified in writing of the time and place of the meeting not less than three (3) days prior to the meeting.

7.5 Open and Executive Session Meetings

7.5.1 Academy Board and Committee meetings will generally be conducted as open public meetings. As such, each open meeting shall include a designated time period for comments from the

floor. The Academy Board or committee may establish any rules and guidelines for this comment period it deems appropriate to the conduct of the meeting. Further, the person chairing the meeting will have the authority to limit comments from the floor to the designated comment period.

7.5.2 The Academy Board and committees may conduct executive session meetings (i.e., Meetings which are not open to individuals who are not members of the Academy Board or the committee) from time to time when discussing matters which the Academy Board or committee deems are sensitive in nature. Examples of such matters include, but are not limited to, evaluation of the Principal, Assistant Principal or other staff member; compensation for a specific individual; discipline of a specific student or group of students; contract negotiations; discussion with legal counsel.

7.6 Meeting Minutes

Minutes shall be maintained for all Academy Board and committee meetings. The Academy Board or committee shall provide a copy of the minutes of each meeting to the Principal within fourteen (14) days after such meeting. The minutes of all open meetings shall be made available upon request to any person entitled to vote for Academy Board candidates.

7.7 Adjourned Meetings

A majority of the Academy Board or committee members present at a meeting, whether or not a quorum, may adjourn any meeting to another time and place. Notice of such adjourned meeting need not be given if the time and place thereof are announced at the meeting at which the adjournment is taken. At such adjourned meeting, any business may be transacted which may have been transacted at the meeting as originally noticed.

7.8 Quorum

The presence of a majority of the total number of voting Academy Board or committee members then in office shall constitute a quorum for the transaction of business.

7.9 Voting

The vote of a majority of the Academy Board or committee members present at a meeting at which a quorum is present shall be the act of the Academy Board or committee, unless a greater vote is required by these Bylaws. Each Academy Board or committee member present and entitled to vote shall have one (1) vote.

7.10 Proxies

Academy Board and committee members may not vote by proxy and no proxy may be counted to determine whether or not a quorum is present at any Academy Board or committee meeting.

ARTICLE VIII - FINANCES

8.1 Fiscal Year

The fiscal year of Cor Christi Academy shall end on the 30th day of June of each year. As such, all of Cor Christi Academy's financial records shall be maintained according to Generally Accepted Accounting Principles (GAAP) on a July 1 through June 30 fiscal year basis.

8.2 Financial Reports

8.2.1 The Treasurer may cause to be made an interim written report of the finances of Cor Christi Academy for each calendar month of the fiscal year. Copies of this monthly financial report may be provided to each member of the Academy Board and each member of the Finance Committee. Copies of the monthly financial reports may also be made available upon request to those individuals eligible to vote for Academy Board candidates.

8.2.2 The Treasurer shall cause to be made an annual written report of the finances of Cor Christi Academy for Cor Christi Academy's fiscal year just ended. Copies of this annual financial report shall be provided no later than October 31st of each year and made available upon request to those persons eligible to vote for Academy Board candidates.

8.3 Funds

The operating funds of Cor Christi Academy shall be deposited in the name of Cor Christi Academy in such bank or trust companies, as may be designated by the Academy Board with withdrawal permitted on the signatures of such person or persons as the Academy Board shall designate from time to time. Any endowment, capital or restricted funds of Cor Christi Academy shall be deposited in accounts with such investment funds and institutions as the Academy Board may determine from time to time in accordance with the investment policy of Cor Christi Academy.

8.4 Borrowing

Cor Christi Academy shall have the power to borrow money and issue promissory notes for repayment thereof, with or without interest, and to mortgage and create other liens on its property as security for its debts or other lawful engagements.

8.5 Capital Expenditure Limitations

All capital expenditures in excess of \$10,000 shall require the prior approval of the Academy Board.

8.6 Books and Records

The officers, agents and employees of Cor Christi Academy shall maintain such books, records and accounts of Cor Christi Academy's business and affairs as shall be appropriate to the business and affairs of Cor Christi Academy, or as shall be required by the Academy Board or the laws of the State of Washington. Such books, records and accounts shall be kept at or under the control of Cor Christi Academy.

ARTICLE IX - INDEMNIFICATION

9.1 Indemnification

Each person who is or was an Academy Board member, officer, or member of any committee of the Academy Board and each person who is or was serving at the request of Cor Christi Academy as a director, board member, officer, agent, or committee member of any other corporation, partnership, joint venture, trust, or any other enterprise, shall be indemnified by Cor Christi Academy to the fullest extent to which Cor Christi Academy has the power to indemnify such persons pursuant to the corporation laws of the State of Washington as they may be in effect from time to time. Cor Christi Academy may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his or her status as such, whether or not Cor Christi Academy would have the power to indemnify such person under the laws of the State of Washington.

9.2 Changes in Washington Law

In the event of any changes of the Washington statutory provisions applicable to Cor Christi Academy relating to the subject matter of this Article VIII, then the indemnification to which any person shall be entitled hereunder shall be determined by such changed provisions, but only to the extent that any such change permits Cor Christi Academy to provide broader indemnification rights than such provisions permitted Cor Christi Academy to provide prior to any such change.

ARTICLE X - CONFLICT OF INTEREST

10.1 Conflict of Interest

Any member of the Academy Board or any committee who is aware of any relationship which he or she may have with any person, corporation or other entity with whom Cor Christi Academy proposes to enter into any contract or other transaction which will or may result in financial gain or advantage to such Academy Board or committee member by reason of such relationship shall disclose such relationship to the Academy Board.

ARTICLE XI - AMENDMENTS TO THE BYLAWS

11.1 Amendments to the Bylaws

These Bylaws may be amended, with the approval of the Academy Board, by a two-thirds (2/3) vote of the Academy Board members present and voting, provided that the proposed amendments have been printed and delivered to each Academy Board member with the notice of the meeting. The Academy Board shall provide notice of the proposed amendments to those people eligible to vote for Academy Board candidates at least thirty (30) days prior to the date of said meeting in order to provide such persons an opportunity to make comments to the Academy Board. The method of such notice shall be at the discretion of the Academy Board.

ARTICLE XII - AMENDMENTS TO THE ARTICLES OF INCORPORATION

12.1 Amendments to the Articles of Incorporation

The Articles of Incorporation may be amended, with the approval of the Academy Board, by a two-thirds (2/3) vote of the Academy Board members present and voting, provided that the proposed amendments have been printed and delivered to each Academy Board member with the notice of the meeting. The Academy Board shall provide notice of the proposed amendments to those people eligible to vote for Academy Board candidates at least thirty (30) days prior to the date of said meeting in order to provide such persons an opportunity to make comments to the Academy Board. The method of such notice shall be at the discretion of the Academy Board.