

BY-LAWS
OF
HOLY ROSARY SCHOOL ENDOWMENT FOUNDATION, INC.
an Idaho Non-Profit Corporation

Revised September 2019

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Article One
Offices

The mailing address of the corporation shall be located at 143 Ninth Street, Idaho Falls, Bonneville County, Idaho 83404. The corporation may have such other offices, either within or without the State of Idaho, as the Board of Directors may determine from time to time.

Article Two
Members

Section 1. Annual Meetings

A meeting of members shall be held annually at such place and time as may be designated by the Board of Directors. The following Board of Directors or their designated alternates shall be present at the Annual Members Meeting to conduct the meeting; the president, treasurer, and secretary. The purpose of the annual meeting is primarily two-fold: 1. electing directors in the manner provided by the Articles of Incorporation and these By-Laws, and 2. informing the membership of the status of the general business of the foundation and providing the membership the opportunity to bring up additional topics. If the election of Directors shall not be held on the day designated herein for any annual meeting of the membership, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the membership as soon thereafter as may be convenient.

Section 2. Special Meetings

Special meetings of the membership, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, or shall be called by the President at the request of ten percent (10%) of all members of the corporation entitled to vote at the meeting.

Section 3. Notice of Meeting

Written notice of a meeting or special meeting shall be delivered to all voting members to the last known address maintained by the secretary. The notice shall include the place, day and hour of the meeting. The notice will be delivered not less than ten days and no more than fifty days before the date of the meeting, either personally, by mail, or email.

Section 4. Qualification for Membership

General membership is through the cumulative annual donation to the Endowment. Any individual who donates at least \$30.00 to the Foundation in a given year shall be awarded current (single) membership in the Foundation for a period of one year, entitling them to one vote. Any family that donates at least \$50.00 to the Foundation in a given year shall be awarded current (family) membership in the Foundation for a period of one year and is allowed 2 votes. Members will be eligible to vote at each meeting of the membership providing they have paid their annual donation 15 days prior to the annual meeting date. The membership qualification is performed on an annual basis.

Section 5. Voting Record

The officer or agent designated by the board of directors shall make a complete record of the members entitled to vote at each meeting of membership. These records will include names, addresses, phone numbers, email addresses, and donation records, consistent with qualification for membership. Such records shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the meeting.

Section 6. Quorum

Ten percent (10%) of the voting membership of the corporation, represented in person, or through proxy, shall constitute a quorum at a meeting of the membership. The members present at a duly organized meeting may transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Any business requiring a member vote will not be allowed after determining the quorum would not be met.

Section 7. Order of Business

The order of business at meetings of the members shall be as follows:

- A. President - Call meeting to order and deliver opening prayer.
 1. Secretary – Provide a copy of the minutes from last year’s meeting.
 2. President – Resolve additions or corrections to the minutes; secure acceptance of the minutes from the membership.
- B. Roll Call - Secretary
 1. Provide a list of voting foundation members to members present at the meeting.
 2. Present all mail-in proxy letters to the foundation members if requested.
 3. Provide a summary sheet noting all proxies awarded to Foundation Directors.
 4. Establish that a quorum is/is not present at the meeting.
- C. Financial Report - Treasurer
 1. Review accounting matters including balance sheets with the membership
 2. Treasurer or investment coordinator review Foundation investment positions.
- D. President - President’s Report
- E. Election of Directors - President
 1. Review with the membership the number of board positions that will become open.
 2. Present to the membership the nominees the board is submitting to them for the nominating process.
 3. Direct discussion regarding the nominees submitted to the membership.
 4. Request nominations from the floor.
 5. Discuss nominations with the membership
 6. Complete the nominating process; request seconds, and votes for each nomination position by position.
- F. Unfinished business - President
- G. New business - President
- H. Adjournment – President.

Section 8. Consent without Meeting

Any action allowed or required to be taken at a meeting of the membership may be taken without a meeting under the following circumstances:

- a. Notice of the proposed action is sent to the Members pursuant to Article Two, Section 3;
- b. Written consent to the proposed action to be taken, signed by the majority of the members.

Article Three Board of Directors

Section 1. Management

The management of all the affairs, property and business of the corporation shall be vested in the Board of Directors.

There shall be ten (10) members on the Board of Directors.

Three members of the board are Ex-Officio members of the Holy Rosary School Endowment Foundation Board because they hold relationship with the Diocese of Boise and there is no legal relationship between the Diocese and the Holy Rosary School Endowment Foundation. They hold non-voting positions. However, their influence and guidance is necessary in the conduct of Endowment Foundation affairs. The Ex-Officio members of the Foundation are, without election, the Pastor of Saint John Paul II Parish, the Principal of Holy Rosary School, and the President of the Holy Rosary School Board. The term of office of these Ex-Officio members is open and totally incumbent upon their holding of the above stated positions.

The remaining seven (7) directors shall be voting members of the Board. Their terms of office are for three (3) years. Elections will be held annually at the meeting of members (current year donors), usually held in January. Either two or three directors will be elected/re-elected to three-year terms at this meeting. Once every three years, three director seats will be open for election/re-election, while on the other two years, two seats will be open for election/re-election. The Board of Directors of the Holy Rosary School Endowment Foundation shall select and nominate candidates for Directorship to the Foundation Members at the Annual Meeting of Members typically held in January.

The members of the Holy Rosary School Endowment Foundation may submit nominations from the floor at the Annual Meeting of Members meeting held in January.

The Board of Directors of the Holy Rosary School Endowment Foundation may at it's discretion, fill vacated Board positions for the remainder of the term vacated.

Section 2. Meetings

Regular meetings of the Board of Directors may be held at the office of the corporation or at such other place or places that the Board of Directors may from time to time designate. Special meetings of the Board of Directors may be called at any time or place by the President, or in his absence, by the Vice-President, or by any two directors. Notice of all regular or special meetings of the Board of Directors shall be given to each director by letter deposited in the United States mail at least five (5) days prior to the date set for the meeting or by email within (3) days prior.

Section 3. Quorum

A quorum of the Board of Directors shall constitute five (5) members. A quorum is needed to call any meeting to order and conduct business. Less than a quorum may adjourn any meeting. If a meeting is adjourned for lack of a quorum, the Directors who adjourn that meeting will schedule a deferred meeting on any subsequent date. Notice of any deferred meeting shall be delivered to all Directors. When a meeting is called to order with a quorum, any proposition shall be adopted if a majority of the Directors present at any meeting vote in favor of any said proposition.

Section 4. Order of Business

The Board of Directors may, from time to time, determine the order of business at its meetings. The usual order of business at such meetings shall be as follows:

- A. Roll call, and if a quorum be present;
- B. Reading of minutes of preceding meeting and action thereon;
- C. Report of officers;
- D. Report of committees;
- E. Unfinished business;
- F. New Business;
- G. Adjournment.

Section 5. Committees

The Board of Directors may, from time to time, appoint committees for any purpose or purposes, which committees shall have such powers and perform such duties as shall be specified in the resolution of appointment.

Section 6. Investment Guidelines

The Investment Coordinator (IC) shall ensure that Foundation asset investments are made according to the following specific guidelines:

1. Investments are acceptable in Bonds, Certificates of Deposits, Money Market Funds, Common Stocks, Exchange Traded Funds, and Common Stock Mutual Funds (including Real Estate Investment Trusts),
2. Direct investments in Bonds are limited to bonds no lower than "BAA" by Moody's and "BBB" for Standard and Poors,
3. Holdings in Common Stock Mutual Funds and/or Exchange Traded Funds may not exceed 70% of the total Foundation assets nor comprise less than 40% of Foundation total assets,
4. Investments in Bonds, Certificates of Deposit Funds, and other Fixed Income Funding should follow and complement the same asset allocation model,
5. No more than 10% of the Foundation total assets may be held in Money Market Funds at any one time,
6. No more than 10% of Foundation total assets may be invested in any one bond, stock or mutual fund at any one time,
7. Foundation investments shall be re-balanced as needed to meet the above asset allocation guidelines,

8. Investments in illiquid assets (i.e., derivatives, hedge funds, and real estate) are not acceptable unless gifted to the Foundation.

9. The Investment Coordinator shall further serve as the liaison between the Certified Financial Manger (CFM) and the HRSEF Board of Directors. The Board may choose to change the financial manager, following a meeting for that purpose and upon a vote of the majority of the Board Members.

Section 7. Treasurer Records

- Merrill Lynch Monthly and Annual Reports (also available as electronic files from ML website).
- Treasurer-prepared Status Reports of ML Investments (usually monthly, hard copy and/or electronic)
- Treasurer-prepared HRSEF Annual Financial Status Report (for member annual meeting, hard copy and/or electronic)
- Record Book detailing deposits and checks written (hard copy)

Section 8. Compensation of Directors and Officers

The compensation of the directors and officers, committees and employees of the corporation may be determined by a vote of the majority of the Board of Directors. Such compensation cumulatively shall not exceed ten percent (10%) of the previous year's "total expenses" as recorded on the annually reported "Holy Rosary School Endowment Foundation (year-end) Financial Status." Further, no compensation made to employees of the corporation shall parallel familial, fraternal, or business activities of any Directors of this corporation.

Section 9. Action by Resolution

The Board of Directors, except as otherwise provided by law shall have power to act in the following manner: A resolution in writing, signed by all members of the Board of Directors, shall be deemed to be action by such Board, to the effect therein expressed, with the same force and effect as if the same had been duly passed by majority vote of the entire Board of Directors, at a duly convened meeting thereof, and it shall be the duty of the Secretary of the corporation to record said resolution in the minute book of said corporation under its proper date, and to file the original thereof in the records of the corporation.

Section 10. Borrowing Money

As a limitation on the powers of the Directors, no debts of any kind may be incurred by the Corporation. Nor shall the Board permit any investment of Corporation monies other than that discussed in "Officers", Article 4 - Section 6, Investment Coordinator.

Section 11. Fiduciary Disposition of the Board Members

Directors entering the Board must enter the Board holding a reasonable trust in the community, given the considerable size of the financial holdings entrusted to them. Prior to a replacement being selected for any outgoing Director, the sitting Board shall discuss candidates to replace the outgoing Director to determine which candidate is the most appropriate to be offered a Director position.

Article Four Officers

Section 1. Officers

The officers of the corporation shall be President, Vice-President, Secretary, and Treasurer, all of whom shall be members of the corporation. They shall be elected by the Board of Directors at its first meeting immediately following the annual meeting of the members in each year. Any two offices may be combined in one person, except the office of President shall not be combined with any other office.

The Board of Directors may also provide for and elect a manager of the business of the corporation and may also provide for and elect such other officers and agents as it may deem wise or necessary in the transaction of the business of the corporation.

Section 2. Duties of the President

The President shall be the chief executive officer of the corporation. He shall preside at all meetings of members and Board of Directors. He shall, with the Secretary, sign, execute and acknowledge all authorized bonds, contracts or other obligations in the name of the corporation, and all membership certificates issued by the corporation. He shall exercise such power and authority and perform such duties as are incident to this office, and such as may be from time to time prescribed by the Board of Directors. He shall review all proposals for appropriation of funds and submit them with recommendations to the Board of Directors. The President may appoint an Investment Coordinator who shall proceed with the investment guidelines of the Foundation.

Section 3. Duties of the Vice-President

The Vice-President shall, in the absence or disability of the President, exercise all the powers and authority, and perform all the duties of the President.

Section 4. Duties of the Secretary

The Secretary shall attend all sessions of the board and record all votes and the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall give or cause to be given, notice of all regular or special meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors

Section 5. Duties of the Treasurer

The Treasurer shall have the custody of the corporate funds and securities of the corporation and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements and shall render to the President and directors at the regular meetings of the board, or whenever they may require it, an account of all his transactions as Treasurer and the financial condition of the corporation.

Section 6. Duties of the Investment Coordinator

The Investment Coordinator (IC) shall be a liaison between the HRSEF Board and a Certified Financial Manager (CFM) who manages the Foundation assets. The IC is to understand and communicate to the CFM that the overall objective of the HRSEF investment strategy is: (1) to maximize long-term growth of Foundation assets, (2) to ensure sufficient funds are available to provide an annual contribution to Holy Rosary School as required by IRS requirements, and (3) to ensure stability in the investment portfolio so that it is not sensitive to big fluctuations in the Market. Specifically, the Board accepts moderate risk (income and growth equities) in the overall investment of Foundation assets in Common Stock, Mutual Funds, Balanced Funds, Exchange Traded Funds, and Bonds. Using financial reports or other media and information, the IC shall provide regular briefings to the HRSEF board regarding the status of the investment portfolio.

Article Five

Determination of Disbursement of Funds to Holy Rosary School

Section 1. Disbursement of Funds to Holy Rosary School

The Treasurer of the Board of Directors shall inform the board of the disbursement amount to Holy Rosary School, as determined by IRS guidelines that a minimum of 3.5% of the Foundation's assets be donated to the Foundation's charity annually. In addition, the Treasurer of the Board shall inform the Holy Rosary School of the amount so allocated.

Section 2. Disbursement of Funds to Holy Rosary School

All disbursements to the School shall be unfettered.

Section 3. Special Circumstances Disbursement

No "Special Circumstance Disbursements" of any kind will be honored by the Foundation.

Article Six

Notices

Section 1. Notices

Whenever provision of the Idaho statutes, the Article of Incorporation or these By-Laws require notice to be given to any director or officer, they shall not be construed to mean personal notice. Such notice may be given in writing by depositing the same in a post office or letter box in a postage prepaid, sealed wrapper, addressed to such director or officer, at his or her address as the same appears in the books of the Corporation, and the time when the same shall be mailed or telegraphed, shall be deemed to be the time of the giving of such notice or may be sent by email.

Section 2. Waiver

A waiver of any notice in writing, signed by a director or officer, whether before or after the time stated in said waiver for holding a meeting, or presence at any such meeting, shall be deemed equivalent to a notice required to be given to any director or officer.

Article Seven
Removal of Officers

Section 1. Removal

The Board of Directors shall have the power at any regular or special meeting to remove any officer, with or without cause, and such action shall be conclusive on the officer so removed. The Board may authorize any officer to remove subordinate officers. Directors may be removed as provided by law.

Article Eight
Amendments

Section 1. Amendments

These By-Laws may be repealed or amended, or new By-Laws adopted by a majority plus one (1) of the voting directors at any regular meeting thereof at which a quorum exists.


Whenever any amendment or new By-Law is adopted, it shall be copied in the book of By-Laws with the original By-Laws and immediately after them, and shall not take effect until so copied. If any By-Law be repealed; the fact of repeal with the date of the meeting at which the repeal was enacted must be stated in the book and until so stated, the repeal must not take effect. Whenever any provision of the By-Laws is either amended or repealed, a marginal note shall be made thereon indicating the place or page where the amendment or repeal may be found. These By-Laws of Holy Rosary School Endowment Foundation, Inc., were duly adopted on September 11, 2019, at a duly called directors meeting with all directors present and by unanimous ballot.

Section 2. Conflict of Interest

No member of the HRSEF Board of Directors shall participate in any discussion or vote on any matter in which he or she or a member of his or her immediate family has potential conflict of interest due to having material economic involvement regarding the matter being discussed. When such a situation presents itself, the director must announce his or her potential conflict, disqualify himself or herself, and be excused from the meeting until discussion is over on the matter involved. Any HRSEF Board member shall refrain from obtaining any list of HRSEF members for personal or private solicitation at any time during the term of affiliation.

We, the undersigned, consent to, and hereby adopt, the foregoing By-Laws as the By-Laws of Holy Rosary School Endowment Foundation, Inc.


ADOPTED AND APPROVED by the Board of Directors on this 8 day of January 2020.



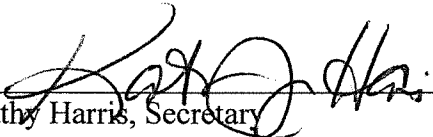
Lyle Dolven, President




Spencer Brookshier, Vice President



John Therriault, Treasurer



Kathy Harris, Secretary



Gerald Dinneen, Investment Coordinator



John Lund, Board Member

Board Member

Fr. Ron Wekerle, Pastor
St. John Paul II Parish
Ex-Officio Member

Carina Van Pelt, Principal
Holy Rosary School
Ex-Officio Member

Jake Murray, President, Holy Rosary School Board
Ex-Officio Member