

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**URSULINE EDUCATION FOUNDATION CORPORATION**

**ARTICLE I**

**NAME**

The name of this Corporation is: URSULINE EDUCATION FOUNDATION CORPORATION.

**ARTICLE II**

**DURATION**

The duration of the corporation shall be perpetual.

**ARTICLE III**

**REGISTERED ADDRESS**  
**REGISTERED AGENT**

The address of its Registered Office in the State of Missouri is: 353 South Sappington Road, St. Louis, Missouri 63122, and the name of its Registered Agent at said address is: Sister Elisa Ryan, OSU.

**ARTICLE IV**

**PUBLIC BENEFIT**

This Corporation shall be a public benefit corporation as that term is used in the Missouri Nonprofit Corporation Act.

## **ARTICLE V**

### **PURPOSES**

The Corporation is organized for the purposes of engaging in any lawful act or activity permitted for a corporation that is both a not for profit corporation under the General Not for Profit Corporation Law of Missouri and an exempt organization described in §501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law and applicable rulings and regulations (“Code”), including but not limited to providing sponsorship and support to secondary and elementary schools founded and formerly sponsored by Ursuline Sisters of the Roman Union which are operated by organizations which at the time qualify as exempt under §501(c)(3) of the Code. The purposes of the Corporation shall be carried out in accordance with the legislation and teachings of the Roman Catholic Church.

The term “sponsorship” as used herein means to have responsibility for, and to be accountable to, a higher Roman Catholic Church authority for (i) the development and maintenance of the mission and ministry of the sponsored work as a Catholic entity and (ii) the fidelity of the sponsored work to the legislation and teachings of the Roman Catholic Church.

## **ARTICLE VI**

### **MEMBER**

The founding Member of the Corporation shall be Ursuline Provincialate, Central Province of the United States, a Missouri nonprofit corporation. Thereafter, the religious successor entity of the founding Member and those persons who constitute the Member of Ursuline Education Foundation, the ministerial public juridic person with that name, shall serve as Member.

The duties and powers of the Member of the Corporation shall be set forth in the Bylaws.

## **ARTICLE VII**

### **BOARD OF DIRECTORS**

The corporation shall have a Board of Directors, sometimes referred to as Sponsors Council, whose numbers, method of selection and duties and responsibilities shall be as set forth in the Bylaws.

## **ARTICLE VIII**

### **OFFICERS**

The Officers of the Corporation shall be a Chair, a Treasurer, a Secretary and a Chief Administrative Officer. The offices of Chair, Treasurer and Secretary shall be elected by the Board of Directors at its annual meeting, and such other officers as may be elected in accordance with the Bylaws. The offices of Secretary and Chief Administrative Officer may be held by the same person. The Chief Administrative Officer shall serve in accordance with the Bylaws.

## **ARTICLE IX**

### **NOT FOR PROFIT**

a) This corporation is organized without capital stock exclusively for religious, charitable, and educational purposes. The corporation shall issue no stock nor shall any dividend or profit ever be declared or paid to any officer or director thereof.

b) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

c) No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation.

d) The corporation shall not participate in, or intervene in (including publishing or distribution of any statements) any political campaign on behalf of any candidate for public office.

e) Notwithstanding any other provisions of these Amended and Restated Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under § 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under § 170(c)(2) of the Code.

## **ARTICLE X**

### **DISSOLUTION**

On the dissolution of the Corporation, the entire net assets remaining, after the payment or satisfaction of any and all liabilities and obligations of the Corporation, shall be distributed by the Board of Directors to the Educational Institutions sponsored by the Ursuline Education Foundation, a ministerial public juridic person, as determined by the Board of Directors, provided that any such Educational Institutions receiving such distribution shall at that time qualify as exempt under §501(c)(3) of the Code, to be used in support of Catholic education. If none of the Educational Institutions is in existence and qualifies as a charitable organization at

the time of distribution, the Board of Directors, after consultation with the Member, shall distribute such assets to one or more qualified charitable organizations in the Roman Catholic Church to be used in support of Catholic education.

Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located exclusively for purposes consistent with the purposes of this Corporation or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

## **ARTICLE XI**

### **BYLAWS**

The Member shall adopt Bylaws for the Corporation provided, however, that all such Bylaws shall be in conformity with the laws of the State of Missouri and not inconsistent with the provisions of these Amended and Restated Articles of Incorporation or any amendment thereto. The Bylaws may be amended in the manner set forth therein.

## **ARTICLE XII**

### **AMENDMENT**

These Amended and Restated Articles of Incorporation may be amended only by a resolution adopted by the majority vote of the Board of Directors which resolution shall set forth the proposed amendment and direct that it be submitted to the Member for approval. No amendment to these Amended and Restated Articles of Incorporation shall be effective unless approved by the Member.

**BYLAWS**  
**OF**  
**URSULINE EDUCATION FOUNDATION CORPORATION**

**BYLAWS**  
**OF**  
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**BYLAWS**  
**OF**  
**URSULINE EDUCATION FOUNDATION CORPORATION**

**ARTICLE I**

**NAME AND OFFICE**

The name of the Corporation is Ursuline Education Foundation Corporation. The principal office of the Corporation is located at 353 S. Sappington Road, St. Louis, Missouri 63122.

**ARTICLE II**

**PURPOSES**

The purposes of the Corporation shall be those described in the Articles of Incorporation.

**ARTICLE III**

**DEFINITIONS**

As used in these Bylaws, the following terms shall be defined as stated herein:

1. The term "Corporation" shall refer to this corporation.
2. The term "Educational Institutions" shall refer to Ursuline Academy of New Orleans, located in New Orleans, Louisiana; Mount Merici Academy, located in Waterville, Maine; Ursuline Academy, Kirkwood, Missouri, located in St. Louis, Missouri; Ursuline Academy of Dallas, located in Dallas, Texas; and Ursuline Academy of Dedham, located in Dedham, Massachusetts. If, in the future, additional educational institutions are sponsored by the Ursuline Education Foundation, the ministerial public juridic person with that name, these shall be included within this definition of Educational Institutions.
3. The term "Member" shall refer to the member of the Corporation.

## **ARTICLE IV**

### **MEMBER**

#### Section 1. QUALIFICATION

The founding Member of the Corporation shall be Ursuline Provincialate, Central Province of the United States, a Missouri nonprofit corporation. The religious successor entity of the founding Member and those persons who constitute the Member of Ursuline Education Foundation, the ministerial public juridic person with that name, shall serve as Member.

#### Section 2. RESERVED POWERS OF THE MEMBER

Certain powers are reserved to the Member. These reserved powers are:

- (a) To determine and maintain the mission, purpose, philosophy and identity of the Corporation;
- (b) Appointment and removal of the directors of the Corporation, sometimes referred to individually as Canonical Stewards;
- (c) Approval of amendments to the Articles of Incorporation and these Bylaws;
- (d) Approval of any borrowing or guaranties by the Corporation in accordance with policies which may be established by the Member;
- (e) Approval of the purchase or sale or other acquisition of real estate or any disposition, lease or transfer of real estate of the Corporation, including any interest therein, by the Corporation, except for real estate received as a bequest or donation and not used in the charitable activities of the Corporation and with other exceptions which may be established by the Member;
- (f) To initiate and/or approve any merger, consolidation, reorganization or dissolution or joint venture of the Corporation;
- (g) To exercise any powers reserved to the Corporation with respect to any corporation of which the Corporation is a member and to determine the extent to which and the manner in which any reserved powers are to be exercised with respect to any corporation of which such corporation is a member;
- (h) Approve any unbudgeted expenditure in excess of \$10,000 for any single expenditure or related series of expenditures.



## ARTICLE V

### BOARD OF DIRECTORS

#### Section 1. GOVERNANCE OF THE CORPORATION

Except as otherwise provided by the Articles of Incorporation or these Bylaws, the governance of the Corporation shall be exercised, its property controlled, and its affairs conducted by the Board of Directors. Each Director shall be entitled to one (1) vote on each matter before the Board of Directors.

#### Section 2. COMPOSITION AND METHOD OF SELECTION

The Board of Directors shall be composed of those persons who constitute appointed members of the Sponsors Council of Ursuline Education Foundation, the ministerial public juridic person. The Board of Directors shall not include those persons who are *ex officio* on the Sponsors Council.

#### Section 3. TERM OF OFFICE

Directors shall serve for so long as they serve as appointed members of the Sponsors Council of Ursuline Education Foundation, the ministerial public juridic person.

#### Section 4. VACANCIES

All vacancies by death, resignation, expiration of term or otherwise occurring among the Directors shall be filled by appointment by the Member for the unexpired term of his or her predecessor in office.

#### Section 5. RESIGNATION AND REMOVAL

A Director may resign at any time by giving written notice of such Director's resignation to the Chair. Any Director appointed by the Member may be removed at any time by the Member, with notice in writing to the Director.

#### Section 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 these Bylaws.

#### Section 7. MEETINGS

There shall be at least two (2) meetings of the Board of Directors each year, one of which shall be the annual meeting. The annual meeting of the Board of Directors shall be held at such

time as may be determined by the Board of Directors. All meetings of the Board of Directors shall be held at the corporate office or at such other place as may be designated by the Board of Directors. Regular meetings of the Board of Directors may be held at such time as may be determined by the Board of Directors. Special meetings of the Board of Directors may be held at any time upon the call of the Chair or by a majority of the Board of Directors.

#### Section 8. NOTICE

Notice of the time, date and place of all special meetings of the Board of Directors shall be given to each member of the Board, in person or by telephone or by facsimile telecommunication or other form of electronic transmission consented to by the member to whom the notice is given, at least forty-eight hours in advance of the meeting, or by written notice mailed to his or her business or home address at least four (4) calendar days before the date of the meeting, which notice shall state generally the nature of the business to be taken up at the meeting. Such notice shall be deemed to be delivered (i) if by mail, when deposited in the U.S. mail in a sealed envelope, properly addressed, first-class postage prepaid; (ii) if by facsimile telecommunication, when directed to a number at which the member of the Board has consented to receive notice; (iii) if by electronic mail, when directed to an electronic mail address at which the member of the Board has consented to receive notice; and (iv) if by any other form of electronic communication consented to by the member of the Board to whom the notice is given, when directed to that member. Notice need not be given to any member of the Board if a written waiver of notice, executed by him or her before or after the meeting, is filed with records of the meeting, or to any member of the Board who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him or her. A waiver of notice of a meeting of the Board of Directors need not specify the purpose of the meeting.

#### Section 9. QUORUM

A majority of the Board of Directors shall be required for the transaction of business at any duly held meeting of the Board of Directors.

#### Section 10. TELEPHONE CONFERENCE

The Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

#### Section 11. VALIDATION OF MEETING

The transactions of the Board of Directors at any meeting, however called or noticed, or wherever held, shall be as valid as though they had taken place at a meeting held after call and notice if a quorum be present and if, either before or after the meeting each Director signs a written waiver of notice, a consent to the holding of such meeting and an approval of the minutes

thereof. All such waivers, consents, or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

#### Section 12. ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Directors or committee thereof under any provision of law, the Articles of Incorporation or these Bylaws may be taken without a meeting if each Director or committee member signs a written consent which sets forth the action taken. Such written consents shall be filed with the minutes of the proceedings of the meeting. Such action by written consent shall have the same force and effect as a unanimous vote of the Directors or committee members. The Secretary shall file the consents with the minutes of the meetings of the Board of Directors or committee. Any certificate or other document filed on behalf of the Corporation relating to an action taken by the Directors without a meeting shall state that the action was taken by the unanimous written consent of the Directors without a meeting, and that the Bylaws of the Corporation authorized its Directors to so act.

#### Section 13. COMPENSATION

Directors shall not receive compensation for their services as Directors provided that nothing contained herein shall be construed to preclude a Director from serving the Corporation in any other capacity and receiving compensation therefor. Directors may be reimbursed for expenses of attendance at meetings or when on other business of the Corporation.

### ARTICLE VI

#### CONFLICT OF INTEREST

Any duality of interest or possible conflict of interest on the part of any member of the Board of Directors should be disclosed to the other members of the Board of Directors and made a matter of record in the minutes of the meeting.

Any Director having a duality of interest or possible conflict of interest on any matter shall not vote or use personal influence on the matter, shall not be counted in determining the quorum for the meeting and shall not be present in the room when the Board of Directors votes on the matter. The minutes of the meeting should accurately reflect that a complete disclosure was made, the abstention from voting, the non-presence in the room when the vote was taken, and the quorum situation.

The foregoing requirements shall not be construed as preventing the Director from briefly stating his or her position in the matter, or from answering pertinent questions that may be directed toward that person by other Board members concerning the matter.

A Director shall not be deemed to have a duality of interest or possible conflict of interest solely due to an association with any organization that is sponsored by Ursuline Education

Foundation, the ministerial public juridic person, or is affiliated or associated with the mission of Ursuline Sisters of the Roman Union. Disclosure, as required in the preceding paragraph, shall be presumed and an actual conflict, independent of the Director's association with an organization with an identical or similar mission, must be asserted in order to fall within the requirements of these Bylaws.

The Board of Directors may develop policies to further implement this Conflict of Interest provision.

## **ARTICLE VII**

### **COMMITTEES**

#### **Section 1. BOARD COMMITTEES**

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one (1) or more committees each of which shall consist of two (2) or more Directors, to serve at its pleasure and to have such powers and perform such functions as may be assigned to them. The resolution designating a committee shall set forth the composition and responsibilities of any such committee.

#### **Section 2. FINANCE COMMITTEE**

The members of the Board of Directors shall appoint a Finance Committee from among the members of the Directors which shall be responsible for overseeing the finances of the Corporation. The Treasurer shall be the chair of the Finance Committee and shall report regularly to the members of the Board at meetings of the Board of Directors regarding the finances and related matters.

#### **Section 3. OTHER COMMITTEES**

Other committees and ad hoc committees may be established by the Board of Directors or the Chair from time to time. They shall make recommendations to the Board of Directors, a committee of the Board of Directors or the Chair and perform such other functions as requested, but shall not be empowered to act on behalf of the Board of Directors.

## **ARTICLE VIII**

### **OFFICERS**

#### Section 1. OFFICERS OF THE CORPORATION

The Corporation shall have a Chair, a Treasurer, a Secretary and a Chief Administrative Officer. The Board of Directors may elect such subordinate officers as it deems necessary to serve for such period and have such authority and perform such duties as the Board of Directors may authorize. The offices of Secretary and Chief Administrative Officer may be held by the same person.

#### Section 2. ELECTION OF OFFICERS

The Offices of Chair, Treasurer and Secretary shall be elected from among the Board of Directors by majority vote by the Board of Directors at its annual meeting and shall serve for one (1) year terms and until their successors are elected and shall qualify. Officers may be elected to successive terms. The Chair may be elected for a total of three (3) consecutive, full one-year terms and shall become eligible for re-election to that office after the passage of one (1) year thereafter. The Board of Directors shall periodically, at least every two years, evaluate the performance of the Chief Administrative Officer and a copy of this evaluation shall be provided to the Member. The Chief Administrative Officer shall be employed by the Board of Directors pursuant to an employment agreement and shall serve for such term as is provided in such employment agreement.

#### Section 3. REMOVAL

Any Officer may be removed from office at any time by a vote of the majority of the entire Board of Directors.

#### Section 4. VACANCIES

A vacancy in any office caused by death, resignation, removal or otherwise may be filled by the Board of Directors for the unexpired term.

## **ARTICLE IX**

### **DUTIES OF OFFICERS**

#### Section 1. CHAIR

The Chair shall supervise and control the business, property and affairs of the Corporation, subject to the authority given to the Board of Directors elsewhere in these Bylaws. The Chair shall preside at all meetings of the Board of Directors. The Chair shall have authority

to execute on behalf of the Corporation deeds, mortgages, bonds, contracts or other instruments which the Board of Directors or Member have authorized to be executed, except where the execution thereof shall be expressly delegated to another officer or agent of the Corporation, or shall be required by law to be otherwise executed. The Chair shall appoint members of all committees. The Chair shall perform all duties incident to the office of the Chair.

#### Section 2. TREASURER

The Treasurer, subject to the direction and supervision of the Board of Directors, shall have general charge of the financial concerns of the Corporation. The Treasurer shall ensure that a true and accurate accounting of the financial transactions of the Corporation is made periodically and that reports of such transactions are presented to the Board.

#### Section 3. SECRETARY

The Secretary of the Corporation shall record all votes and keep or cause to be kept minutes of corporate meetings in one or more books provided for that purpose, shall give all notices in the manner required by the Bylaws of the Corporation or by law, shall be custodian of the Corporation records, and shall, in general, perform all duties incident to the office of Secretary and perform such other duties as may be required by the Board of Directors or the Chair under whose supervision he or she shall be. If the Secretary is absent from any meetings, the Board of Directors may select any of their number, or any other person, to act as temporary Secretary.

#### Section 4. CHIEF ADMINISTRATIVE OFFICER

The Chief Administrative Officer of the Corporation shall be responsible for the day to day management of the Corporation which shall include the authority to execute contracts on behalf of the Corporation, subject to any limitations imposed by the Board of Directors.

## **ARTICLE X**

### **INDEMNIFICATION**

Each Member, Director or Officer of the Corporation, hereinafter collectively referred to as "Covered Persons" and their heirs and legal representatives, shall to the extent permitted in accordance with standards and procedures contained in R.S.Mo. 355.476, be indemnified and held harmless by the Corporation against any claims, demands, liabilities, expenses, counsel fees and costs reasonably incurred by them, their estate or their heirs in connection with, related to, or arising out of any action, suit, proceeding or claim in which any of them are made a party by reason of their being, of having been, such Covered Persons; provided, that in no case shall the Corporation indemnify and hold such Covered Persons harmless with respect to any matters as to which they are liable for malfeasance in the performance of their duties as such Covered Persons. The indemnification herein provided shall also apply to any amount paid in compromise of any

action, suit, proceeding or claim asserted against such Covered Persons (including expenses, counsel fees and costs reasonably incurred in connection therewith) provided the Board of Directors shall have first approved such proposed compromise settlement, but in taking such action any Director involved shall not be qualified to vote thereon. In determining whether or not a Covered Person was liable for malfeasance in relation to such matters, the Board of Directors may rely conclusively upon an opinion of independent legal counsel selected by the Board of Directors.

Additionally, the Corporation may provide indemnification to any Covered Person or other employee or agent of the Corporation to the extent permitted by R.S.Mo. 355.476 and as the same may be amended.

The right of indemnification herein provided shall not be exclusive of any other rights to which such Covered Person may be lawfully entitled.

## **ARTICLE XI**

### **FISCAL YEAR**

The fiscal year of the Corporation shall be established by the Board of Directors.

## **ARTICLE XII**

### **SEAL**

The Corporation shall have no seal.

## **ARTICLE XIII**

### **AMENDMENT**

These Bylaws may be amended by a resolution adopted by a majority vote of the Directors which resolution shall set forth the proposed amendment and direct that it be submitted to the Member as provided in Article IV, provided that any such amendment to these Bylaws shall not be effective until approved by the Member.

Dated: January 22, 2016  
Revised: June 26, 2024