

BY-LAWS

OF

LUMEN CHRISTI, INC.,
INDIANAPOLIS, IN

ARTICLE I
NAME AND MISSION

SECTION 1. Name

Lumen Christi, Inc. will be the name of this organization. It shall be incorporated as a non-profit organization under the laws of the State of Indiana and operate under the name of Lumen Christi Catholic School.

SECTION 2. Mission

The mission of Lumen Christi Catholic School is to teach the unity of faith and reason, through the Light that is Christ Jesus, for the formation of young Catholics in truth and virtue.

SECTION 3. Adherence to Church Teachings and Oath of Fidelity

Lumen Christi Catholic School follows a formal policy of adherence to Church teachings and practices as determined by the Archbishop of Indianapolis. To further the mission of the school, the entire faculty, administration, and governing board will annually sign a Profession of Faith and Oath of Fidelity to the Magisterium of the Catholic Church.

SECTION 4. Nondiscriminatory Policy

All practices and policies of this school shall be racially nondiscriminatory, and Lumen Christi does not discriminate against applicants and students on the basis of race, color, or national or ethnic origin.

ARTICLE II
BOARD OF DIRECTORS

SECTION 1. Responsibility

The primary responsibility of the Board of Directors is to uphold and sustain the mission of Lumen Christi Catholic School.

SECTION 2. Qualification for Membership

Membership on the Board of Directors of Lumen Christi, Inc., hereinafter referred to as the Corporation, shall be limited to persons who are practicing Catholics and who believe in and follow

the principles laid down by the Magisterium of the Catholic Church and act in accordance with the direction of the Roman Catholic Pontiff. Paid employees of the Corporation are not eligible for voting membership.

SECTION 3. Qualification for Voting

Any voting member who is under censure by this Board shall be precluded from voting unless and until the censure is removed and the member is restored to good standing.

SECTION 4. Number of Directors

The Board of Directors of the Corporation shall consist of not less than five positions and not more than eleven positions. The board shall include the pastor of Holy Rosary Catholic Church as an ex-officio member. In addition, the Chief Administrator and the president of the Parent Faculty Association may serve as non-voting ex officio members.

SECTION 5. Officers of the Corporation

The officers of the Corporation shall be elected annually from among the members of the Board of Directors by majority vote of the members of the Board. These offices shall include: President, Vice President, Treasurer, and Secretary. Officers' duties are as follows:

- a. The President shall preside at all meetings of the Board of Directors; shall ensure that the Board annually reviews the performance of the Chief Administrator; and shall perform all other duties as may be required by law, by these By-Laws, or as prescribed from time to time by the Board. Except as otherwise expressly provided by law or by these By-Laws, the President shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, or other instruments which may from time to time be prescribed by the Board.
- b. The Vice President shall perform all duties of the President in the absence of the President or in the event of his or her inability to act.
- c. The Treasurer shall maintain all funds and securities of the Corporation; shall receive, and give receipt for, monies due and payable to the Corporation; shall disburse funds of the Corporation as may be directed by the Board, taking proper vouchers for such disbursements; keep and maintain adequate and correct accounts of the Corporation's properties and business transactions; exhibit at all reasonable times the financial records to any director of the Corporation upon request; shall prepare and certify the financial statements to be included in any required reports; and shall perform other duties as may be prescribed by law, by these By-Laws, or by the Board.
- d. The Secretary shall certify and keep the original, or a copy, of these By-Laws as revised to date; shall keep a book of minutes of all meetings of the Board; and shall perform other duties as may be prescribed by law, by these By-Laws, or by the Board.

SECTION 6. Quorum

A quorum shall consist of a majority of the Board.

SECTION 7. Powers of the Board

Subject to the limitations of these By-Laws, the Articles of Incorporation, and Indiana Law, all powers of the Corporation shall be exercised by or under the authority of, and the general business affairs of the Corporation shall be controlled by, the Board. Without limiting the general power, the Board shall have the following powers:

- a. To select and remove the Chief Administrator, to prescribe such powers and duties of that position as may be consistent with law or Articles of Incorporation, to review the performance of the Chief Administrator annually, and to fix the compensation;
- b. To conduct, manage and control the affairs and business of the Corporation, and to make rules and regulations not inconsistent with Law or with the Articles of Incorporation.

SECTION 8. Expenditures

The Board of Directors shall fix the amount that may be expended by the appropriate officers of the Corporation over and above the normal day-to-day expenses. In no event shall the amount so fixed be exceeded without specific written or verbal authorization from this Board.

SECTION 9. Appointment of Members of the Board and Term of Office

The appointment of members to the Board shall be by nomination and approval by members of the Board, provided that no more than two voting members fail to cast an affirmative vote, or by election by current school parents in a manner determined by the Board. No more than two members of the Board may be elected.

Nomination shall proceed appointment by at least one month. Time may be waived by majority consideration of the members of the Board. Notification of nomination may be made by mail.

Term of office shall be as follows:

- A member appointed by the Board shall serve a three-year term and shall serve no more than two consecutive terms, not counting time served to fill a vacancy. Reappointment to the second term requires a majority Board vote.
- A member elected by current school parents shall serve a two-year term and can be re-elected to a second term but shall serve no more than two consecutive terms, not counting time served to fill a vacancy.
- The Board may waive these term limit provisions in specific cases by unanimous vote.
- The Board may adjust the initial terms of appointed and elected members to stagger the terms of the Board membership.

SECTION 10. Censure or Removal from Office

Members of the Corporation may be censured or removed from office by action of the Board; such action shall require that no more than two voting members fail to cast an affirmative vote.

Removal of the censure shall follow the same numerical requirements as allows censure.

SECTION 11. Vacancies

If a vacancy occurs on the Board, the Board may fill the remaining term of an appointed or elected member by nomination and approval by the Board; such action shall require that no more than two voting members fail to cast an affirmative vote. Vacancies should be filled expeditiously; every effort should be made to fill the vacancy before two regular meetings have elapsed.

SECTION 12. Meetings

The Board shall meet as needed, but in any event at least four times during the year, with at least forty-eight (48) hours' notice given to each member personally by telephone or electronically.

SECTION 13. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the President of the Board, or in his/her absence, the Vice President of the Board or, in the absence of both these officers, by a presiding officer chosen by a majority of the directors present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board of Directors, except in his/her absence; in that case the President shall appoint another person to act as secretary of the meeting. The Chief Administrator or designee shall present a report to all Board meetings.

SECTION 14. Action Without Meetings

The provisions of these By-Laws do not preclude action being taken without a meeting. All actions must be in accord with the policies set forth in these By-Laws regarding voting and elections. Such actions must be written and filed with the proceedings of the Board.

SECTION 15. Committees

The Board of Directors shall maintain a Finance Committee and constitute other committees as it deems necessary to carry out its duties. Committees may be established by a majority vote of the Board; committee chairmen shall be Board members and shall be designated by a majority vote of the Board. Other community members may serve on a committee at the discretion of the chairman. All Board committees are subject to the oversight of the full Board of Directors.

SECTION 16. Compensation

The members of the Board shall receive no compensation for their service as directors.

ARTICLE III
AMENDMENT OF BY-LAWS

Amendment or repeal of these By-Laws shall require that no more than two voting members fail to cast an affirmative vote to amend or repeal. Permission and approval of the Archbishop of Indianapolis will be required to amend the bylaws or revise the mission of Lumen Christi Catholic School.

ARTICLE IV
DISSOLUTION

The Corporation shall be dissolved and its affairs wound up by unanimous decision of the Board. The assets of the Corporation shall be assigned on dissolution to Holy Rosary Catholic Church.

ARTICLE V
BY LAWS

The original or a copy of these By-Laws, as amended to date, shall be kept at the principal office of the Corporation and shall be open to inspection by all members or their agents at any reasonable time.

February 26, 2003

Amended December 7, 2010

Amended September 25, 2013

Amended October 2, 2017

Amended April 10, 2019