

UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF WISCONSIN

UNIVERSITY OF WISCONSIN-MADISON)
ROMAN CATHOLIC FOUNDATION, INC.,)
et al.,)

Plaintiffs,)

v.)

The Regents of the University of Wisconsin)
System, DAVID G. WALSH, et al.,)

Defendants.)

Case No.: 06-C-0649-S

Honorable John C. Shabaz

STIPULATION AND ORDER FOR DISMISSAL

STIPULATION

The above-named parties desire to forego litigation in all matters related to and raised by the plaintiffs in this case, and any other potential claims arising prior to the date of this agreement, and have entered into a Release and Settlement Agreement, attached hereto as Exhibit 1.

Pursuant to the attached Release and Settlement Agreement, the parties, through their undersigned counsel, stipulate and agree that the Court may enter the order contained in the "Order" portion of this document.

Agreed to by the parties this _____ day of April, 2007.

For all Plaintiffs,

 5/1/07

DAVID J. HACKER, ESQ.
Illinois Bar No. 6283022
Alliance Defense Fund
101 Parkshore Dr., Ste 100
Folsom, CA 95630
(916) 932-2850
(916) 932-2851—facsimile
dhacker@telladf.org

For all Defendants,

BRUCE A. OLSEN, ESQ.
Assistant Attorney General
State Bar No. 1009785
Wisconsin Department of Justice
P.O. Box 7857
Madison, Wisconsin 53707-7857
(608) 266-2580
(608) 267-2223—facsimile
olsenba@doj.state.wi.us

ORDER

Pursuant to the above Stipulation of the parties, it is hereby ORDERED:

1. That the Court's Orders dated March 8, 2007 and April 4, 2007, and respectively filed March 9, 2007, and April 5, 2007, be and the same hereby are VACATED.
2. That the Plaintiff's Verified Complaint be, and the same hereby is, DISMISSED, each party to bear its own costs and expenses.

SO ORDERED this _____ day of April, 2007.

JOHN C. SHABAZ
United States District Judge

**UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF WISCONSIN**

UNIVERSITY OF WISCONSIN-MADISON))	
ROMAN CATHOLIC FOUNDATION, INC.,))	
et al.,))	
)	
Plaintiffs,)	Case No.: 06-C-0649-S
)	
v.)	Honorable John C. Shabaz
)	
The Regents of the University of Wisconsin))	
System, DAVID G. WALSH, et al.,))	
)	
Defendants.)	

RELEASE AND SETTLEMENT AGREEMENT

The above-named parties desire to forego litigation in all matters related to and raised by the Plaintiff in this case, and any other potential claims arising prior to the date of this agreement. In exchange for the mutual promises set forth below, the parties agree as follows:

1. This agreement is a full, final and complete compromise and settlement of a disputed claim, and neither Plaintiffs, their officers, employees or faculty advisors, nor Defendants, their agents or employees nor any other potential defendant claims to be a prevailing party under 42 U.S.C. § 1988.

2. Defendants have reviewed the revised Articles of Incorporation and Bylaws of the Roman Catholic Foundation, UW-Madison, Inc. (RCF-UWM) (formerly known and referred to on the above case caption as, University of Wisconsin-Madison Roman Catholic Foundation, Inc. (“UWRCF”), attached hereto as Exhibit 2, and declare that the RCF-UWM shall be recognized as a registered student organization (“RSO”) at the University of Wisconsin-Madison, effective March 29, 2007 through August 31, 2007. Like all other organizations RCF-UWM will need to submit an application for RSO status after August 1, 2007, to be considered for recognition for 2007-08.

3. St. Paul University Catholic Foundation, Inc., has been created as a legal entity, separate and distinct from RCF-UWM to assume the latter's prior mission support, primarily financial in nature, of the non-incorporated, personal parish functionally recognized and known as St. Paul University Catholic Parish, and to leave administration of segregated fees exclusively to the RCF-UWM. No tangible property currently owned by RCF-UWM and purchased with segregated student fees shall be transferred to or used by the new legal entity, St. Paul University Catholic Foundation, Inc. It is acknowledged as consistent with the separation process, that the Pastor of St. Paul University Catholic Parish may serve as an ex-officio, non-voting member on the board of the RCF-UWM. Except for the pastor of St. Paul University Catholic Parish, no individual who holds a position as a director on the board of the St. Paul University Catholic Foundation, Inc., may also simultaneously hold a position as a director of the board of the Roman Catholic Foundation, UW-Madison. All parties shall cooperate fully and execute any and all supplementary documents and take all additional actions which may be necessary or appropriate to give full force and effect to the terms and intent of this Release and Settlement Agreement.

4. The Chancellor of the University of Wisconsin-Madison shall recommend, and the Board of Regents of the University of Wisconsin System shall approve, that the RCF-UWM shall be substituted for UWRCF with respect to the segregated fee budget recommended by the Student Services Financial Committee ("SSFC") for the UWRCF for the 2007-2008 academic year (\$253,273.88). In addition, the chancellor shall recommend, and the Board of Regents shall approve, the segregated fee budget recommended by the SSFC for UWRCF for the 2007-2008 academic year (\$253,273.88), subject to review for the legality of the proposed expenditures, and with the qualification that any additional amounts allocated for rent/utilities shall not be a subject

of this settlement. However, in the event that the Board of Regents ultimately awards rent/utilities to RSOs, then RCF-UWM shall receive the allocation awarded by the SSFC.

5. In hopes of preventing further disputes regarding the religious viewpoint of funded programs and activities at RCF-UWM, , and without waiver by any party of that party's rights, duties or obligations under the First Amendment to the United States Constitution, the parties agree to the following declarations:

- (a) RCF-UWM shall not seek funding for masses, weddings, funerals, or other sacramental acts requiring the direct control of ordained clergy.
- (b) For those programs or activities not covered by (a), the university's consideration of that budget item shall be made without reference to the religious viewpoint of the program or activity, but may consider viewpoint-neutral factors, including without limitation because of enumeration, whether the program or activity has been recommended and approved as part of a previous RCF-UWM budget and whether a reasonably comparable secular counterpart exists for the proposed program or activity.
- (c) The university will review RCF-UWM's budget requests in the same manner as it reviews the budget requests of other RSOs. RCF-UWM will provide information about its programs, activities and expenditures in response to requests for such information reasonably related to the budget review process.

6. Plaintiffs for themselves, their members, leaders, officers, employees, faculty advisors, successors in interest and assigns, release and discharge the University of Wisconsin System, the University of Wisconsin System Board of Regents, the University of Wisconsin-Madison, and all officials, agents, or employees of the State of Wisconsin, including, but not limited

to each named Defendant from any and all claims, demands, or causes of action Plaintiffs have asserted, which Plaintiffs may have asserted, or which Plaintiffs could have asserted that relate in any manner to this action whether or not based on state or federal law, and whether or not the claim, demand, or cause of action now exists or may hereafter accrue, is known or unknown, or is anticipated or unanticipated. Plaintiffs so releases and so discharges all other persons, corporations, and entities whatsoever, governmental and nongovernmental alike, such as are classed as joint tortfeasors, or as contractual parties to this litigation, under the laws of the State of Wisconsin or the United States, completely barring any right of action against any such defendants whether or not named herein. This release and discharge extends to and includes, without limitation because of enumeration, any claims, demands, or entitlement to recovery under any applicable federal causes of action and to any claim for attorney's fees.

7. The person executing this agreement on behalf of RCF-UWM has read the foregoing, and by signing this agreement, represents that (a) he or she understands all of its terms, (b) he or she has had full opportunity to consult legal counsel and any other representatives for advice, and (c) he or she has lawful authority to execute this agreement on behalf of RCF-UWM.

7. This agreement contains the entire agreement between the parties, and may be modified only by written agreement of the parties.

8. Upon execution of this Release and Settlement Agreement, the parties will execute and submit to the Court a Stipulation and Order for Dismissal in the form attached to this Release and Settlement Agreement as Exhibit 2.

9. Upon execution of this Release and Settlement Agreement, plaintiff Timothy J. Kruse will notify the United States Department of Justice in writing that the issues in the lawsuit have been resolved by agreement of the parties and dismissal of the action, and that Mr. Kruse withdraws the religious discrimination complaint he filed with the United States Department of Justice.

Agreed to by the parties this day of ^{May}~~April~~, 2007.

For all Plaintiffs,

D. Hacker 5/1/07

DAVID J. HACKER, ESQ.
Illinois Bar No. 6283022
Alliance Defense Fund
101 Parkshore Dr., Ste 100
Folsom, CA 95630
(916) 932-2850
(916) 932-2851—facsimile
dhacker@telladf.org

For all Defendants,

BRUCE A. OLSEN, ESQ.
Assistant Attorney General
State Bar No. 1009785
Wisconsin Department of Justice
P.O. Box 7857
Madison, Wisconsin 53707-7857
(608) 266-2580
(608) 267-2223—facsimile
olsenba@doj.state.wi.us

For RCF-UWM,

Michael S. Varda
Signature

Michael S. Varda
Printed Name

Chair, Board of Directors
Title

Timothy J. Kruse
Timothy J. Kruse, plaintiff

Elizabeth A. Planton
Elizabeth A. Planton, plaintiff

John B. Koczela
John B. Koczela, plaintiff

RESTATED ARTICLES OF INCORPORATION
OF THE
THE ROMAN CATHOLIC FOUNDATION, UW-MADISON, INC.

ARTICLE I

Name

The name of the corporation shall be UNIVERSITY OF WISCONSIN-MADISON ROMAN CATHOLIC FOUNDATION, INC. ("Foundation"),

ARTICLE II

Purposes & Powers

Section 1: Purposes. The Foundation is organized pursuant to provisions of Chapter 181 of the Wisconsin Statutes. The major purposes of the Foundation are to: promote the religious, charitable, and educational interests of: (1) Roman Catholic students at the University of Wisconsin-Madison, (2) other Roman Catholics, including faculty and staff of the University of Wisconsin-Madison, who demonstrate a commitment to Catholic ministry at the University of Wisconsin-Madison by supporting and becoming members of the Foundation, and (3) other individuals who demonstrate a commitment to Catholic ministry at the University of Wisconsin-Madison by supporting and becoming members of the Foundation.

This corporation is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Section 2: Powers. The Foundation shall have and may exercise any of the powers necessary or convenient to affect its purposes as set out in Section 181.0302 of the Wisconsin Statutes. The powers of the Foundation do not extend to questions of doctrine or the powers and responsibilities under the Code of Canon Law of the Roman Catholic Church or of the Pastor of St. Paul University Catholic Parish, including liturgical prayer, sacramental preparation and celebration, catechetical presentation, and pastoral ministry.

ARTICLE III

Members

Section 1: Classes of Members. Members of the Foundation shall be classified as ex-officio, university, community, honorary, and supporting members, as set forth in Sections 2 through 6 of this ARTICLE. The members of the described classes constitute the voting members of the Foundation, subject to Sections 7 and 8 of this ARTICLE.

Section 2: Ex-Officio Members. The Pastor of St. Paul University Catholic Parish (“the Pastor”) shall be the ex-officio member.

Section 3: University Members. University members are enrolled Roman Catholic student, faculty, and staff at the University of Wisconsin-Madison who (if student) register with the Foundation and (if non-student) provide financial support and/or services as prescribed by the Board of Directors of the Foundation (“the Board”).

Section 4: Community Members. Community members are all other Roman Catholics who register with the Foundation, are committed to its purposes, and provide financial and/or service support as prescribed by the Board.

Section 5: Honorary Members. Honorary members are persons who from time to time are elected to this classification and honored for serving the Foundation in an outstanding manner. Once designated, they remain honorary members for life.

Section 6: Supporting Members. Supporting members are persons not described in Sections 2–5 of this ARTICLE who support the mission of the University of Wisconsin Roman Catholic Foundation as described in ARTICLE II and (if student) register with the Foundation or (if non-student) provide financial support and/or services as prescribed by the Board.

Section 7: Voting Rights. In recognition of the special nature of the Foundation, and especially the substantial annual changes in its student and other memberships, the voting rights of all classes of voting members shall be limited to the election of Directors, for which provision is made in ARTICLE IV, and to matters relating to dissolution, for which provision is made in ARTICLE VII. All other voting authority is the exclusive prerogative and responsibility of the Board.

Section 8: Membership Composition: For an act of the membership to be valid, a majority of the members of the Foundation must be currently enrolled students at the University of Wisconsin-Madison.

Section 9: Meetings of Members. Annual and special meetings of the members and quorums for such meetings shall be held as prescribed in the BYLAWS of the Foundation.

ARTICLE IV

Board of Directors

Section 1: Board of Directors. The affairs of the Foundation shall be governed by a Board comprised of ex-officio and elected Directors. The Board shall consist of not less than nine (9) Directors, but the number may be larger as may be prescribed by the BYLAWS. All elected Directors must be currently enrolled students at the University of Wisconsin-Madison., All Directors shall have voting powers, except the ex-officio director, which shall be a non-voting Director.

Section 2: Ex-Officio Director. The Pastor of St. Paul University Catholic Parish shall be the ex-officio, non-voting Director.

Section 3: Elected Directors. All elected Directors shall be members of the Foundation in good standing and shall be chosen by the members of the Foundation at its annual meeting for terms prescribed in the BYLAWS. Election to the Board shall require a favorable majority of members voting at the annual meeting for which a quorum has been established, in accordance with ARTICLE IV, Section 5. Vacancies shall be filled by board appointment as needed.

Section 4: Nominating Committee. There shall be a Nominating Committee composed of the Chair of the Board (as defined in ARTICLE V, Section 3), the Pastor of St. Paul's Chapel, and at least three at-large members recommended by the Chair and subject to the approval of the Board. All of the at-large members of the Nominating Committee shall be members of the Foundation in good standing. A majority of the members of the Nominating Committee shall be students currently enrolled at the University of Wisconsin-Madison. The Nominating Committee shall annually prepare a list of proposed candidates for election to the Board to be submitted to the membership of the Foundation at the annual meeting.

Section 5: Quorum. Two-thirds of the elected Directors then serving shall constitute a quorum for the transaction of Foundation business. No quorum shall exist unless a majority of the Directors present are currently enrolled students at the University of Wisconsin-Madison.

ARTICLE V

Officers

Section 1: Officers. The general officers of the Foundation shall be a Chair, Vice Chair, Secretary, Treasurer, and any other officers deemed necessary by the Board of Directors.

Section 2: Ex-Officio Director as Advisor. The Pastor of St. Paul University Catholic Parish shall be an advisor to the officers.

Section 3: Elected Officers. The Chair, Vice Chair, Secretary, and Treasurer and other non ex-officio officers shall be elected by the Board for terms prescribed in the BYLAWS.

Section 4: Duties of Officers. The principal duties of the officers shall be those prescribed in the BYLAWS or that which is usual and necessary for their respective offices.

Section 5: Officer Composition. All officers shall be currently enrolled students at the University of Wisconsin-Madison.

ARTICLES VI

No Capital Stock & No Distribution to Individuals of Net earnings or Assets

Section 1: Capital Stock and Property. The Foundation shall issue no capital stock. The entire income of the Foundation, and all of the property and assets thereof, shall be used exclusively for religious, charitable or educational purposes. No part of the net earnings of the Foundation shall be distributed to or inure to the benefit of any member, Director, officer of the Foundation or any private individual (except that reasonable compensation authorized by the board may be paid for services rendered to or for the Foundation to carry out one or more of its purposes). No member, Director, officer of the Foundation or any private individual shall receive

any share of the corporate assets on dissolution of the Foundation.

Section 2: Tax Code Compliance. Notwithstanding any other provision of these ARTICLES, the Foundation shall not conduct or carry on any activities not permitted by Section 501(c)(3) of the Internal Revenue Code and its regulations or by Section 170(c)(2) of such Code and its regulations, as they now exist or as they may hereafter be amended.

ARTICLE VII

Dissolution

Unless otherwise expressly provided in this ARTICLE, the dissolution of the Foundation shall be governed by Chapter 181 of the Wisconsin Statutes. Where dissolution is under consideration, such proposed action shall be initiated by the Board by its adoption of a resolution recommending that the foundation be dissolved and directing that the question of such dissolution be submitted to a vote of the members at an annual or special meeting. Such recommendation shall require the favorable vote of at least three-fourths (3/4) of the directors then in office, a majority of whom must be currently enrolled students at the University of Wisconsin-Madison.

Written notice that the purpose, or one of the purposes, of a meeting of members is to consider the dissolution of the Foundation shall be given to all members at least twenty (20) days before such meeting.

A resolution by the Board recommending that the Foundation be dissolved shall require for adoption a favorable vote of two-thirds (2/3) of the votes entitled to be cast by the members present at such meeting or represented by proxy, provided a quorum is present. The BYLAWS shall prescribe the quorum required for the meeting.

Should the Foundation be dissolved or cease for any other reason to exist as a corporate body, all of its property, with the exception of that purchased with student segregated fees, shall be placed in trust to help insure a continued Catholic presence at the University of Wisconsin-Madison, said trust to be administered by the Roman Catholic Diocese of Madison.

Upon the dissolution of the Foundation, the Board of Directors shall, after paying or mak-

ing provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the payment of all the liabilities of the Foundation, dispose of all the assets of the Foundation exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court for Dane County, Wisconsin, in which the principal office of the Foundation is located exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes. Should it be impossible to comply both with this paragraph and with the immediately receding paragraph, the provisions of this paragraph shall supersede and govern those of the preceding paragraph.

ARTICLE VIII

Amendments

The ARTICLES may be amended by a three-fourths (3/4) affirmative vote of the Directors present and voting at any meeting of the Board at which a quorum is present, provided further that the Directors shall receive at least twenty (20) days written notice of the wording or the substance of the proposed amendment(s).

ARTICLE IX

Address & Registered Agent

The street address of the registered office of the Foundation is 723 State Street, Madison, Wisconsin 53703.

The mailing address of the principal office of the Foundation is 723 State Street, Madison, Wisconsin 53703

The name and address of the registered agent is:

Rev. Eric Nielsen
723 State Street
Madison, Wisconsin 53703

ARTICLE X

Former Articles and Amendments Superseded

The foregoing RESTATED ARTICLES supersede and take the place of the heretofore existing RESTATED ARTICLES OF INCORPORATION and all amendments filed thereto.

ARTICLE XI

Certificate of Adoption

The foregoing RESTATED ARTICLES OF INCORPORATION do not contain any amendment requiring approval by the members of the Foundation or any other person, other than the Board, and were adopted by the Board by a unanimous vote on April 23, 2007.

(NO SEAL)

Craig D. Griffin
Printed Name: Craig Griffin
Title: Vice-Chair

Elizabeth Czarnecki
Elizabeth Czarnecki
Secretary

STATE OF WISCONSIN)
)
COUNTY OF DANE)

The above named Craig Griffin and ELIZABETH CZARNECKI personally came before me and executed the foregoing and separately acknowledged the same.

Michael S. Vando
Notary Public, State of Wisconsin
My Commission: Is Permanent

DRAFTER'S CERTIFICATION

I hereby certify that this document was drafted by:

Michael S. Varda

1724 Hoyt Street

Madison, Wisconsin 53726

Dated this 23rd day of April, 2007.

A handwritten signature in cursive script that reads "Michael S. Varda". The signature is written in black ink and is positioned above a horizontal line.

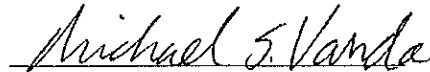
Michael S. Varda

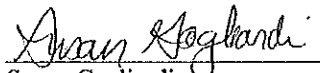
**Roman Catholic Foundation, UW-Madison, Inc.
Waiver of Notice of Meeting Action Item**

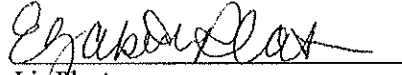
We, being all of the Directors of the above-identified foundation, hereby waive and consent to the Board of Directors, assembled in meeting on April 23, 2007, taking action, without advance notice, to approve the amendment of the Restated Articles of Incorporation, dated March 13, 2007.

Dated this 23rd day of April, 2007.


Fr. Eric Nielsen

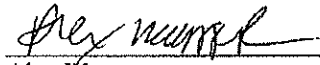

Michael S. Varda

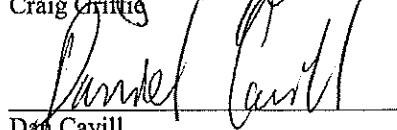

Susan Gagliardi

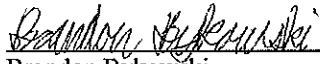

Liz Planton


Elizabeth Czarniecki

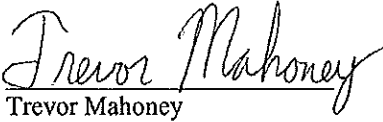

Craig Griffin


Alex Wagner


Dan Cavill


Brandon Bykowski

Katie Lease - absent


Trevor Mahoney

Attest this 23rd day of April, 2007


_____, Secretary
Beth Czarniecki

Sec. 181.1005
Wis. Stats.

07 MAY - 1 AM 10: 52 State of Wisconsin
Department of Financial Institutions
Division of Corporate and Consumer Services



ARTICLES OF AMENDMENT – NONSTOCK CORPORATION

A. The present corporate name (prior to any change effected by this amendment) is:
UNIVERSITY OF WISCONSIN-MADISON ROMAN CATHOLIC FOUNDATION, INC.

(Enter Corporate Name)

Text of Amendment (Refer to the existing articles of incorporation and the instructions on the reverse of this form. Determine those items to be changed and set forth the number identifying the paragraph being changed and how the amended paragraph is to read.)

RESOLVED, THAT the articles of incorporation be amended as follows:

The name of the corporation is changed to:

ROMAN CATHOLIC FOUNDATION, UW-MADISON, INC.

B. Amendment(s) adopted on April 30, 2007

(Indicate the method of adoption by checking (X) the appropriate choice below.)

In accordance with sec. 181.1002, Wis. Stats. (By the Board of Directors)

OR

In accordance with sec. 181.1003, Wis. Stats. (By Members)

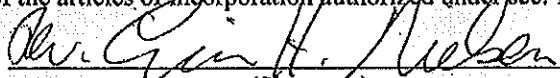
OR

In accordance with sec. 181.1004, Wis. Stats. (By Members voting by Class)

C. Approval by 3rd Person (Contingency Statement)

Written approval for amending the articles of incorporation was obtained from the person whose approval is required by a provision of the articles of incorporation authorized under sec. 181.1030.

D. Executed on 4/30/07


(Signature)

Title: President Secretary
or other officer title Pastor

Rev. Eric Nielsen
(Printed name)

This document was drafted by Atty. Brian L. Anderson
(Name the individual who drafted the document)

FILING FEE - \$25.00 See instructions, suggestions and procedures on following page
DFI/CCS/104(R02/10/04)

**BYLAWS
OF THE
UNIVERSITY OF WISCONSIN-MADISON ROMAN CATHOLIC FOUNDATION, INC.**

(As Amended in March 2007)

ARTICLE I

Name & Seal

Section 1.1: Name. The name of the Corporation is the University of Wisconsin-Madison Roman Catholic Foundation, Inc. ("Foundation") and shall do business as the Roman Catholic Foundation, University of Wisconsin ("RCF, UW").

Section 1.2: Seal. The Foundation shall have no corporate seal.

ARTICLE II

Foundation Membership

Section 2.1: Classes, Conditions, and Rights of Voting Members. The classes, conditions, and rights of voting members are those in Sections 1 through 8 of ARTICLE III, RESTATED ARTICLES OF INCORPORATION, approved March 13, 2007, to be effective upon filing of Restated Articles of Incorporation as approved on the same date.

Section 2.2: Meetings of Foundation Members.

- a) **Place of Meetings.** Unless specified in the notice all meetings of the Members, whether annual or special, shall be held on the premises of the Foundation, 723 State Street, Madison, Wisconsin 53703.
- b) **Time and Notice of Meetings.** The annual membership meeting of the Foundation shall be held at a date and hour fixed by the Board, during the Spring Term of the University,

at a time in which school is in session and University of Wisconsin-Madison students are available to attend.

Special meetings may be held at the request of any three Directors, a majority of whom shall be currently enrolled students at the University of Wisconsin-Madison or at the written request of five hundred of the University and Community members, a majority of whom shall be currently enrolled students at the University of Wisconsin-Madison; the names of the latter two classes to be certified by the Membership Committee.

Notice of the time and place and the agenda of the annual, as well as any special meeting, shall be published in the parish bulletin, announced from the pulpit on two consecutive weekends prior to the meeting and shall be emailed to all students for whom the Foundation has email addresses. This shall be deemed sufficient notice for University members. All other classes of members shall have the notice mailed to them not less than ten days in advance of the meeting.

c) Membership Meeting Quorums:

- 1) Annual Meeting. A quorum for the election of Directors at the annual membership meeting shall consist of 5% of the members of the Foundation, as certified by the Membership Committee at least ten (10) days prior to the annual meeting. These members may be present either in person or by submission of as absentee ballot, but a majority of those present and/or voting absentee must be currently enrolled students at the University of Wisconsin-Madison.
- 2) Special Meetings. A quorum for the transaction of business shall consist of 10% of the members of the Foundation, as certified by the Membership Committee at least twenty (20) days prior to a Special Meeting. They may be present either in person or by submission of an absentee ballot, but a majority of those present and/or voting absentee must be currently enrolled students at the University of Wisconsin-Madison.
- 3) Dissolution. A quorum to consider dissolution of the Foundation shall consist of 10% of the members of the Foundation, as certified by the Membership Committee not less than thirty (30) days prior to a meeting called to consider dissolution of the Foundation. They may be present either in person or by submission of an absentee ballot, but

a majority of those present and/or voting absentee must be currently enrolled students at the University of Wisconsin-Madison.

- 4) Before the transaction of any official business at any meeting, whether annual or special, the Board shall receive the Membership Committee's list of those eligible to vote.

Section 2.3: Termination of Foundation Membership. Any member of the Foundation may be removed by the affirmative vote of two-thirds of the Board of Directors, but a majority of those voting must be currently enrolled students at the University of Wisconsin-Madison. Such member shall be entitled to notice of the proposed action not less than twenty days prior to such a vote.

ARTICLE III

Board of Directors

Section 3.1: Number. The number of Directors (Board) is seventeen, made up as follows:

- a) The ex-officio director, designated in Section 2, ARTICLE IV of the RESTATED ARTICLES OF INCORPORATION; and
- b) Sixteen elected non-clerical directors chosen by and from the members of the Foundation, no less than nine of whom must be currently enrolled students at the University of Wisconsin-Madison.

Section 3.2: Terms. The terms of the Directors shall be as follows:

- a) The ex-officio director shall serve for the duration of his term in the office from which his directorship is derived and until the qualification of his successor in such office.

- b) Elected directors other than student directors shall serve for the three-year term for which they have been elected, and their terms shall be so that approximately one-third shall be chosen each year and until the election and qualification of their successors. An individual shall not be eligible for election for more than two full successive terms; provided, however, that after the lapse of twelve months following the date on which the second full term expired, such individual shall again become eligible for election to as many as two more successive full terms on the Board.
- c) Elected student directors' terms shall be for two years. Their terms shall begin in alternate years.

Section 3.3: Vacancies.

- a) Vacancy in an ex-officio directorship shall be filled by appointment and qualification of a successor in the particular office, consistent with ecclesiastical authority.
- b) Whenever any vacancy shall occur in any elected, non-student directorship by death, resignation, or otherwise, the Board shall elect a member to complete the unexpired term of his or her predecessor in office.
- c) Whenever any vacancy shall occur in any elected, student directorship by death, resignation, or otherwise, the remaining student directors shall appoint a replacement from among the student members.
- d) No elected directorship shall become vacant automatically upon the expiration of the incumbent's term but the incumbent shall continue in office until his or her successor shall have been elected and qualified.

Section 3.4: Termination of Directorship. An elected Director may be removed from office with or without cause by the affirmative vote of two-thirds of the Directors then in office, taken at a special meeting of the Board called for that purpose. A majority of the Directors present at such meeting must be currently enrolled students at the University of Wisconsin-Madison. Such

Director shall be entitled to notice of the proposed action not less than twenty (20) days prior to such meeting.

Section 3.5: Board Meetings.

- a) Place of Meetings. All meetings of the Board shall be held in Madison, Wisconsin unless otherwise specified by the officers.
- b) Time and Notice of Meetings. The Board shall meet at least quarterly at a time and place specified by the Board. Advance notice of all meetings shall be required.

Special meetings shall be held at the written request of any three Directors, a majority of whom are currently enrolled students at the University of Wisconsin-Madison. For special meetings, notice of the time and place shall be mailed, e-mailed, or otherwise given not less than five days in advance of such meeting.

A Director may waive notice of an annual or special meeting by signed waiver given prior to the meeting, or by actual attendance at the meeting. A Director who attends a meeting and objects thereto to the transaction of any business because the meeting is not lawfully convened shall not be deemed to have waived notice.

- c) Quorum, Voting, and Notice of Proposed Action. Two Thirds of the Directors, a majority of whom must be currently enrolled students at the University of Wisconsin-Madison shall constitute a quorum for the transaction of business at any regularly convened meeting of the Board, provided that one shall be the ex-officio Director. The action of the majority of Directors present at such meeting shall be the action of the Board except on matters on which the RESTATED ARTICLES OF INCORPORATION or these BYLAWS require a larger vote.

Action on any matter may be taken by the Board at any regularly convened meeting, whether the notice of the meeting listed such matter for consideration, except as the RESTATED ARTICLES OF INCORPORATION or these BYLAWS provide otherwise.

Action on any matter within its authority may be taken by the unanimous written consent of the Directors without the necessity of a meeting.

Section 3.6: Authority and Duties of the Board.

- a) The Board is authorized to fulfill the purposes of the Foundation and to exercise all the powers delegated to it by the BYLAWS, the RESTATED ARTICLES OF INCORPORATION, and the Wisconsin Statutes.
- b) The Board shall be responsible for the operation and long-range planning of the Foundation. It shall stimulate and coordinate the establishment of fiscal priorities and publish a summary of its activities at all annual meetings. It shall raise and administer funds needed for operation of the Foundation, including the physical plant.

ARTICLE IV

Officers

Section 4.1: General Officers. The officers of the Foundation are:

- a) Ex-officio, the Pastor of St. Paul's as assigned to the Foundation by the Bishop of Madison;
- b) The Chair, who shall be elected annually by the Directors;
- c) The Vice Chair, who shall be elected annually by the Directors;
- d) The Secretary, who shall be elected annually by the Directors;
- e) The Treasurer, who shall be elected annually by the Directors.
- f) Any other officers deemed necessary by the Board of Directors.

A majority of the officers shall be currently enrolled students at the University of Wisconsin-Madison.

Section 4.2: Vacancies Among Elected Officers. Whenever any vacancy shall occur in any non-clerical office by death, resignation, or otherwise, the Board shall elect a non-clerical Director to complete the unexpired term of his or her predecessor in office. Student vacancies among the officers shall be appointed by the student directors. No elected office shall become vacant automatically upon the expiration of the incumbent's term but the incumbent shall continue in office until his or her successor shall have been elected and qualified.

Section 4.3: Duties of Officers.

- a) **The Pastor of St. Paul's.** The Pastor of St. Paul's shall be involved in the employment of non-clerical personnel and shall be custodian of the Foundation's records.
- b) **Chair.** The Chair shall preside at all meetings of the Board or membership and perform such other duties as the Board shall delegate or assign, including but not limited to monitoring the timely formation of committees of the Board, appointing ad hoc committees of the Board, and coordinating the Annual Membership Meeting, Foundation Sunday, and the Annual Election meeting, all of which shall be subject to the Board's approval. In order for such approval to be effective, a majority of the Directors present must be currently enrolled students at the University of Wisconsin-Madison.
- c) **Vice Chair.** The Vice Chair shall assist the Chair in the fulfillment of the Chair's duties.
- d) **Secretary.** The Secretary shall keep or cause to be kept minutes of the meetings of the members, of the Board, and of committees, shall see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law, and shall perform such other duties as usually pertain to this office all of which shall be subject to the Board's approval. In order for such approval to be effective, a majority of the Directors present must be currently enrolled students at the University of Wisconsin-Madison.
- e) **Treasurer.** The Treasurer shall be responsible for managing the funds of the Foundation; shall arrange the deposit of all funds in the name of the Foundation in deposit of all funds in the name of the Foundation in depositories selected by the Board; receive and give receipts for, money due and payable to the Foundation from any source; see to the payment

of the financial obligations of the Foundation as they become due; maintain records of all transactions, and recommend the investment of surplus funds. The Treasurer shall render to the Board and the membership at appropriate times a report on the financial condition of the Foundation, and shall perform other duties usual to this office. The Treasurer shall exercise the office in conjunction with and as a member of the Finance Committee. The Treasurer may delegate the routine handling of these responsibilities to the pastor or the latter's designees. The Treasurer shall arrange an annual audit by an independent public accounting firm approved by the Board. All these responsibilities shall be subject to the Board's approval. In order for such approval to be effective, a majority of the Directors present must be currently enrolled students at the University of Wisconsin-Madison.

ARTICLE V

Committees

Section 5.1: Standing Committees. There shall be the following standing committees:

- a) Executive. The Executive Committee shall consist of the officers and such additional members as necessary to ensure that the Committee consists of a majority of currently enrolled students at the University of Wisconsin-Madison. It shall meet as necessary to act on behalf of the Board in matters that require immediate attention before the next Board meeting. It shall report on such actions to the Board at its next scheduled meeting. A quorum for a meeting of the Executive Committee shall be the majority of the executive committee; provided that the majority of the members present are currently enrolled students at the University of Wisconsin-Madison.
- b) Finance. The Finance Committee shall have at least seven members, including the Pastor and the Treasurer as ex-officio members. The Finance Committee must at all times contain a majority of currently enrolled students at the University of Wisconsin-Madison, and a quorum of this Committee shall not exist unless a majority of the members present are currently enrolled students at the University of Wisconsin-Madison. It shall oversee and make recommendations to the Board for the Board's approval concerning all finan-

cial matter of the foundation, including without limitation investments, budget development and management, income and costs.

- c) Membership. The Membership Committee shall have at least seven members. The Membership Committee must at all times contain a majority of currently enrolled students at the University of Wisconsin-Madison, and a quorum of this Committee shall not exist unless a majority of the members present are currently enrolled students at the University of Wisconsin-Madison. It shall develop and oversee plans for publicizing and communication the purposes of the foundation, promote membership in the Foundation, welcome and determine the qualifications of prospective members, oversee the maintenance of membership records, verify and certify the eligibility of members to vote in Foundation elections, assisting recruiting committee members and coordinate the annual meeting. The Board must approve all proposed programs or plans for publicizing the foundation and promoting membership in it.

Section 5.2: Membership in Committees.

- a) Pastor. The Pastor shall be an ex-officio voting member of each standing committee and shall be included in the number of members specified for each committee.
- b) Composition. At-large members are those who are not ex-officio members. Every standing or ad hoc committee shall have a majority of currently enrolled students at the University of Wisconsin-Madison. A student member who ceases to be enrolled during their term shall not be counted as a student member. In addition to the Pastor, every standing or ad hoc committee shall have at least one Director. Committees may have non-voting advisory members appointed by the Chair, subject to the Board's approval, with a majority of students present.
- c) Appointment. The Chair of the Board shall appoint the at-large member of the committee, subject to the Board's approval, within four weeks of the Foundation annual meeting and as promptly as possible in case of a vacancy. In order for the Board's approval to be effective, a majority of the Directors present must be currently enrolled students at the University of Wisconsin-Madison. Committee members must be Foundation members.

- d) Terms. The term of at-large membership in a committee shall be two years. Terms shall commence on the date of appointment and expire at the conclusion of the annual meeting in the final year of the term. A committee position may be vacated by resignation, or may be declared vacant by the Chair of the Board, subject to the Board's approval upon two consecutive unexcused absences of a member. In order for the Board's approval to be effective, a majority of the Directors present must be currently enrolled students at the University of Wisconsin-Madison. A person appointed to fill a vacancy shall be appointed to the unexpired portion of the term of their predecessor. Except for members of the Development and Finance Committees, no person may serve more than two consecutive terms on a committee as an at-large member, not including terms to which they were appointed to fill a vacancy.
- e) Committee Chairs. Each committee shall elect a member of the committee as the chair of that committee, to serve in that capacity until the first meeting of the committee following the annual meeting of the Foundation. A committee chairperson may be appointed to consecutive terms as chair. The committee chair shall schedule meetings, set the agenda and regulate the conduct of the meetings. If a chairperson is unable to attend a meeting he or she may designate an acting chairperson for that meeting.
- f) Staff Liaisons. Non-clerical pastoral staff shall not be appointed as at-large members, but the Pastor may designate one or more staff persons to assist each committee, including without limitation, helping to research issues before the committee or developing proposals for the committee's consideration and participating in participating in committee meetings. Staff liaisons should not chair committee meetings or have a vote in those committee actions requiring a vote.

Section 5.3: Committee Procedures. Committees shall adhere to the following procedures:

- a) Frequency of Meetings. Each committee shall meet at least once every three months, except that the Finance Committee shall meet monthly and the Nominating Committee shall meet as prescribed in Section 5.1(d). Committees may meet more frequently as determined by the committee chair.

- b) Meeting Notice. Except for emergency meetings, committee chairs shall notify members of meetings at least two weeks before the date of the meeting, and shall provide an agenda to members at least five calendar days before the meeting. Committee chairs should submit a bulletin announcement of the meeting to the St. Paul's bulletin editor no later than the bulletin publication deadline preceding the meeting and should see that a notice of the meeting is posted on a public bulletin board at St. Paul's. The notice need not include a detailed agenda if it is not yet available at the time of posting or publication.
- c) Committee Secretary. Each committee chairperson shall designate a member to prepare a report of the meeting for submission to the Board.
- d) Committee Quorum. A committee quorum shall be a majority of the members of the committee and must include the committee chair or an acting committee chair designated by the chair. No quorum shall exist unless a majority of the members present are currently enrolled students at the University of Wisconsin-Madison.
- e) Committee Actions. Committees shall act on proposals by consensus of the committee members. If in the opinion of the committee chair a committee has made all reasonable efforts to reach consensus and is unable to do so, the committee may act by a majority vote of the member present at the meeting.
- f) Effect of Committee Actions. Except for the Executive Committee, committees are advisory to the Board and do not have authority to bind the Foundation. All substantive committee actions (except as specified in these Bylaws) shall be in the form of recommendations for adoption by the Board, or to the Executive Committee when exigent circumstances require.
- g) Committee Reports. Within ten (10) days of a committee meeting the committee secretary shall submit to the chair of the Board a written report summarizing the meeting, including members present and absent, describing matters considered, actions taken and whether those actions were by consensus or by vote, and if by vote reporting the vote, and any other matters the committee wishes brought to the attention of the Board.

ARTICLE VI**Miscellaneous**

Section 6.1: Rules of Order. Except as otherwise provided in the RESTATED ARTICLES OF INCORPORATION or in these BYLAWS, the rules contained in Robert's Rules of Order revised shall govern the deliberations and affairs of the Foundation whenever applicable.

Section 6.2: Amendment. These Bylaws may be amended by affirmative vote of three-fourths of the Directors voting at any regularly convened meeting of the Board, a majority of whom must be currently enrolled students at the University of Wisconsin-Madison; provided such Bylaws as so amended shall be consistent with the laws of Wisconsin; the statutes of the Roman Catholic Diocese of Madison, a Wisconsin Corporation; and the Canon Law of the Roman Catholic Church; provided further that, to the extent found practical, the Directors shall receive at least a five-day written notice of the wording or substance of proposed amendments.

Section 6.3: Fiscal Year. The fiscal year of the Foundation shall begin on July 1 of each year and end on June 30 of the next calendar year.

Section 6.4: Student Direction and Control.

- a) Any official action requiring a vote of the Board shall require a majority of student Board members to be present.
- b) Any official action requiring a vote of a committee shall require a majority of student members to be present.

I hereby certify that these by-laws were adopted by the Board March 13, 2007.

Elizabeth Czarnecki 3/13/2007
Elizabeth Czarnecki, Secretary