

# BY-LAWS OF SMS FOUNDATION

## (ST. MARY SCHOOL FOUNDATION)

(REVISED AND ADOPTED APRIL 19, 2026)

**ARTICLE I: NAME:** The name of this Foundation shall be: **SMS FOUNDATION** (also referred to as St. Mary School Foundation)

**ARTICLE II: PURPOSE:** The purpose of the Foundation shall be solely to perpetuate and support St. Mary Catholic School. Foundation assets in excess of the minimum goal as established by the board may be used for this purpose as set forth herein. The Board, by a vote in accordance with Article VI herein, shall set said asset goal, provided that said minimum goal shall never be less than One Million dollars. Once the asset goal as established by the Board has been reached, the Board may then make periodic disbursements from said assets to the school or other entities for school related expenses/needs in amounts determined by the Board at that time, provided that in no event will the distribution cause the Foundation fund assets to drop below the minimum fund goal as determined in accordance with these By-Laws. As a guideline to preserve SMS Foundation principal assets over time, annual distributions from the endowment should not regularly exceed 4-5% of the fund's principal balance. It is understood that unforeseen or extenuating circumstances will arise that require Foundation to periodically surpass this benchmark. Such exceptions should be prudent and necessary. This is intended as a guideline for current and future board members to continue to maintain and grow the balance for the benefit of Catholic education in our parish. All assets held by the Board shall be invested and perpetuated, subject to the conditions herein.

**ARTICLE III: DEPOSITING OF PRINCIPAL ASSETS:** The assets of this Foundation shall be deposited in such investments and accounts as shall be determined by the Board in consultation with the Board's Investment Advisor with whom they shall meet annually. The Foundation may hold the Foundation assets indefinitely.

**ARTICLE IV: GOVERNANCE: BOARD:** The Pastor (Head-Priest) and the Principal of St. Mary Catholic School, or their designees are ex-officio non-voting members of the Board. The members of the Board shall be selected and appointed by the Board, from the members in good standing of the Parish of the Basilica of St. Mary of The Assumption, parents of current or past students of St. Mary Catholic School, or members of the community who are interested in preserving the catholic education offered by St. Mary Catholic School. In no event can the makeup of the board consist of more than two non-Catholic members. The total number of board members shall be eleven (11). The members' terms of office shall be three (3) years, with not more than one-third (1/3) of these terms ending in a given year. A Board member's term of office shall be renewable. The election of Board Members shall be held at the May meeting with the term of the new members and officers to begin September 1 and end August 31. The fiscal year, however, shall coincide with the Calendar Year.

The names and addresses of the members of the Board of this Foundation shall be sent to the Pastor (Head Priest). Each time there is a change in the membership of the Board, the Pastor (Head Priest) will be notified in writing, of the names and addresses of the members of the Board.

**ARTICLE V: OFFICERS:** The officers of the Foundation shall consist of a President, Vice President, Secretary, and Treasurer, all elected at the May meeting by the Board from among the membership of the Board.

The President shall conduct all business meetings and represent the organization with respect to the parish and school officials. The President shall preserve order; enforce the Constitution and Bylaws; appoint committee chairpersons if there are no volunteers; coordinate and direct all fundraising activities; and appoint a nominating committee whose charge it will be to present a slate of officers at the May meeting for the consideration of the Board. The President will establish meeting details (time and place) and inform all members of meeting details at

least one week prior to the meeting. Electronic mail and cell-text are appropriate channels to inform members of meeting details.

The Vice-President shall perform the duties of the President in the absence of the President. In the event of resignation or removal of the President, the Vice President will assume the presidency and complete the current president's term.

The Secretary shall keep a record of proceedings of each meeting. Meeting minutes will be distributed via electronic mail or hard copy if necessary or requested. The Secretary will retain a hard copy of meeting minutes.

The Treasurer shall expend funds as directed by the Board and keep an accurate record of money received and disbursed. The Treasurer shall provide at each monthly meeting copies of a written monthly Treasurer's report to all members present that shows income and expenses since the last meeting and the ending balance of the organization.

**ARTICLE VI: GOVERNANCE: VOTING:** Except in the case of altering the use of assets or extinguishing this Foundation, a simple majority vote of a quorum of at least six (6) board members, shall be adequate to make decisions.

**ARTICLE VII: GOVERNANCE: MEETINGS:** The Board shall meet monthly, except for June and July, to review and decide matters relating to the Foundation. The President may call special meetings at other times if urgent business between meetings is necessary for the good of the school and Foundation. Said special meetings and voting on any matters presented may take place in person or by the use of email or text.

**ARTICLE VIII: ALTERATION, INVASION, EXTINGUISHMENT:** If the Board finds it necessary to alter the use of the assets of the Foundation, or extinguish this Foundation, an affirmative vote of three-fourths (3/4) of the total Board is required (9 affirmative votes) accompanied by the written permission of the Pastor (Head Priest), before such action may take place. If the purpose of this Foundation is no longer possible in the judgment of the Board and the Pastor (Head Priest), this Foundation may be extinguished by the Board who shall indicate that fact in writing (60) days prior to extinguishment of the Foundation to the Principal of St. Mary School and the President of the Parish Council.

**ARTICLE IX: REVERSION OF THE FUND:** If this Foundation is extinguished, the remaining foundation assets will revert to the Parish of the above-named school, to be used in accordance with general Diocesan norms at the discretion of the Pastor (Head Priest) and Parish Finance Council. If the Parish is dissolved, all the accumulated income and principal assets of the Foundation shall revert to the Diocese responsible for the Parish at the time of its dissolution, for Catholic education, at the Bishop's discretion.

**ARTICLE X: NATURE AND NOTIFICATION OF DONORS:** The Foundation's assets shall be primarily derived from contributions by the public. Donors will be provided an acknowledgement along with a receipt for tax purposes.

**ARTICLE XI: AMENDMENTS:**

These By-Laws may be amended upon an affirmative vote of three-fourths (3/4) of the voting members (9 affirmative votes).

**ARTICLE XII: ANNUAL REPORTS:** An annual written report showing the total assets of the Foundation at the beginning of the year, the total income and expenses for the year and the ending yearly balance of the Foundation shall be issued to the Pastor (Head Priest) and school Principal.

**ARTICLE XIII: ACCOUNTABILITY:** The Foundation may commission an annual audit by an independent Public Accountant of all its accounts. The Accountant will affirm to the head Priest and to the Board that this Foundation is being administered in accordance with these by-laws and the laws of Ohio.