

AMENDED REGULATIONS OF
THE CATHEDRAL LATIN ALUMNI ASSOCIATION, INC.

ARTICLE I - MEMBERS

SECTION 1.1 MEMBERS. There shall be three classes of Members of the Corporation: Voting Members, Active Members and Honorary Members. The Voting Members at any time shall be those individuals who are then serving as Trustees. The Trustees shall have the rights and privileges of Voting Members conferred on "Members" under the laws of the State of Ohio, except that no person shall have any right or privilege as a Voting Member if that person ceases to be, or otherwise is not then, a Trustee. The Active Members at any time shall be those individuals who are graduates and former students of Cathedral Latin School who are active participants in the activities of the Corporation. The Honorary Members at any time shall be those individuals who are recognized by the Board of Trustees as friends and benefactors of Cathedral Latin School or Notre Dame - Cathedral Latin School.

SECTION 1.2 POWERS OF VOTING MEMBERS. The following powers are reserved exclusively to the Voting Members of the Corporation, and no exercise or attempted exercise of any such powers by anyone other than the Voting Members shall be valid or of any force or affect whatsoever.

- a. To determine the philosophy, pursuant to the Corporation's purpose as set forth in the Articles of Incorporation, according to which this Corporation shall act and by which it shall be governed.
- b. To elect and remove elected Trustees, in accordance with the provisions of these Regulations.
- c. To amend these Regulations from time to time as deemed appropriate, in accordance with the provisions of these Regulations.

SECTION 1.3 RIGHTS AND POWERS OF ACTIVE AND HONORARY MEMBERS.

The Active and Honorary Members of the Corporation shall have such rights and powers as may be prescribed by the Board of Trustees from time to time.

SECTION 1.4 ANNUAL MEETINGS. The Voting Members shall hold an annual organizational meeting for all three classes of Members of the Corporation each year at such time and place as may be fixed by the Voting Members.

SECTION 1.5 SPECIAL MEETINGS; NOTICE OF SAME. Special meetings of the Voting Members of the Corporation may be held at any time within or without the State of Ohio upon call by the President, twenty-five percent (25%) of the Voting Members or Trustees or twenty-five percent (25%) of the Active Members of the Corporation. Notice of each such meeting shall be given to each class of Member by letter, electronic mail or in person at least fourteen (14) days prior to such meeting. Any Member may waive notice of any meeting, and, by attendance at any meeting without protesting the lack of proper notice, shall be deemed to have waived notice thereof. Unless otherwise limited in the notice thereof, any business may be transacted at any annual or special meeting.

SECTION 1.6 QUORUM AND ACTIONS. Twenty percent (20%) of the Voting Members of the Corporation shall constitute a quorum at any meeting of the Members, regardless of the number, if any, of Active and Honorary Members in attendance, provided that at any' meeting adjourned for lack of a quorum, a quorum at the adjourned meeting shall consist of those Voting Members there represented, so long as notice of the adjourned meeting has been given in accordance with these Regulations. Each Voting Member present at any meeting of the Members at which a quorum of Voting Members is present shall be entitled to one vote and all questions and business shall be determined by the affirmative vote of a majority of the Voting Members present, provided that the ex-officio Trustees serving as Voting Members shall not be entitled to vote on the election or removal of elected Trustees. Action may be taken by the Voting Members in writing by unanimous consent. The affirmative vote of a majority of the Voting Members present at any meeting at which a quorum of Voting Members is present shall be required to adopt a resolution of voluntary dissolution.

ARTICLE II - TRUSTEES

SECTION 2.1 CORPORATE AUTHORITY. Except as otherwise provided in these Regulations, all authority of the Corporation shall be exercised by its Board of Trustees.

SECTION 2.2 NUMBER CLASSIFICATION AND NOMINATION OF TRUSTEES.

The Board of Trustees shall consist of elected Trustees and two ex-officio Trustees. The original authorized number of elected Trustees shall be three. Thereafter, the elected Trustees shall be of such number, not less than three, as the Voting Members shall determine by the affirmative vote of a majority of the Voting Members present at any annual or special meeting called for the purpose of electing Trustees at which a quorum is present; provided, however, that no reduction in the number of elected Trustees shall of itself have the effect of shortening the term of office of any incumbent elected Trustee. Whenever the Voting Members have so determined the number of elected Trustees, such number shall be deemed the authorized number of elected Trustees until the same shall be changed by the Voting Members by vote as aforesaid.

The ex-officio Trustees shall be the persons identified in Section 2.3 hereof. The ex-officio Trustees shall assume their office as such upon the first election of elected Trustees that occurs after these Regulations are adopted, which is expected to occur after March 1, 1988 and prior to April 30, 1988.

The elected Trustees and the ex-officio Trustees of the Corporation shall be the Corporation's sole Trustees with voting rights and, for the purposes of any statute or rule of law relating to corporations, shall have all the rights and privileges of Trustees.

An honorary class of Trustee, The Trustee Emeritus, is established to honor exemplary service to the Board of Trustees. The rules governing Trustee Emeritus status shall conform to the description as stated in Section 2.4 of these By-Laws.

SECTION 2.3 EX-OFFICIO TRUSTEES. The ex-officio Trustees of the Corporation shall be (a) the person serving from time to time as the Chairman of the Board of Directors of Notre Dame-Cathedral Latin School and (b) the person serving from time to time as President of Notre Dame-Cathedral Latin School. Ex-officio Trustees shall have the same rights, privileges and duties as the elected Trustees, except that their rights as Voting Members of the Corporation shall be limited as provided in Section 1.6 hereof.

SECTION 2.4 TRUSTEE EMERITUS. This classification shall be open to any current or former member of the Board of Trustees who, in the opinion of the Executive Committee, has distinguished himself as an active and dedicated member of the Board.

A trustee may be considered for a status of Trustee Emeritus either by personally requesting such a status, or by accepting the recommendation of any member of the Board of Trustees.

The Trustee Emeritus status shall be formally proposed by the Executive Committee and, if approved, brought before the Board of Trustees at any formal meeting of the association where a quorum is present for its consideration.

The proposed individual shall receive a majority vote of approval of both, the Executive Committee followed by the Board of Trustees in order to receive the Trustee Emeritus status.

The Trustee Emeritus shall have no voting authority pertaining to matters concerning the association.

The Trustee Emeritus shall be offered an exemption from paying dues to the association.

SECTION 2.5 ELECTION OF TRUSTEES. The elected Trustees shall be elected by the affirmative vote of a majority of the Voting Members (other than the ex-officio Trustees) present at an annual meeting or a special meeting held in lieu thereof at which a quorum is present. A Trustee may be elected to succeed himself.

SECTION 2.5 TERM OF OFFICE OF ELECTED TRUSTEES. Each elected Trustee of the Corporation shall be elected for a three (3) year term at the annual meeting of the Voting Members held for the purpose of electing Trustees and shall hold office until his or her successor is elected, or until his earlier resignation, death or removal; provided, however that one-third (1/3) of the initial authorized number of elected Trustees shall be elected to serve for a term of three (3) years, one-third (1/3) of the initial elected Trustees shall be elected to serve for a term of two (2) years, and one-third (1/3) of the initial elected Trustees shall be elected for a term of one (1) year.

SECTION 2.6 REMOVAL OF TRUSTEES. An elected Trustee may be removed with or without cause by the Voting Members (other than the ex-officio Trustees). The removal of an elected Trustee shall create a vacancy as to which the provisions of Section 2.7 of these Regulations shall apply. In addition, a Trustee who has been inactive for two years, as evidenced by not being present during regularly scheduled meetings of the Trustees during that period shall be removed from the roster of Trustees. These inactive Trustees may or may not be replaced at the discretion of the Board, as to which the provisions of Section 2.7 of these Regulations shall apply.

SECTION 2.7 VACANCIES. Whenever any vacancy shall occur among the elected Trustees, the remaining Trustees shall constitute the Trustees of the Corporation until such vacancy is filled or until the number of Trustees is changed as provided in Section 2.2 hereof. Any vacancy among the elected Trustees may be filled by the Voting Members (other than the ex-officio Trustees) at a regular or special meeting.

SECTION 2.8 ANNUAL MEETING. Immediately after each annual meeting of Voting Members at which Trustees are elected, or each special meeting held in lieu thereof, the Trustees

shall hold an annual organizational meeting at the same place or at such other time and place as may be fixed at the annual meeting, for the purpose of electing officers and transacting any other business. If for any reason such annual organizational meeting is not held at such time, a special meeting for such purpose shall be held as soon thereafter as practicable.

SECTION 2.9 REGULAR MEETINGS. At each annual meeting the Trustees shall determine the date(s), time(s) and place(s) (within or without the State of Ohio) for regular meetings, if any, of the Board of Trustees to be held prior to the next annual meeting of the Board of Trustees. Notice of any such regular meetings to be held shall be given as provided in Section 2.12 of these Regulations.

SECTION 2.10 SPECIAL MEETINGS; NOTICE OF SAME. Special meetings of the Trustees may be held at any time within or without the State of Ohio upon call by the President or twenty-five percent (25%) of the Trustees. Notice of each such meeting shall be given to each Trustee by electronic mail or in person not less than seven (7) days prior to such meeting. Any Trustee may waive notice of any meeting, and, by attendance at any meeting without protesting the lack of proper notice, shall be deemed to have waived notice thereof. Unless otherwise specified in the notice thereof, the business to be transacted at any special meeting shall be limited to that set forth in the notice of meeting.

SECTION 2.11 QUORUM AND ADJOURNMENTS. Twenty percent (20%) of the Trustees shall constitute a quorum. At any meeting adjourned for lack of a quorum, a quorum at the adjourned meeting shall consist of those Trustees there represented, so long as notice of the adjourned meeting has been given in accordance with these Regulations. At any meeting of the Trustees, all questions and business shall be determined by the affirmative vote of a majority of the Trustees present, except as the Articles of Incorporation or these Regulations may require the affirmative vote of a greater number of Trustees. Participation by Trustees at a meeting by means of communications equipment shall constitute presence at such meeting if all persons participating in such meeting can hear each other. Action may be taken by the Trustees in writing by unanimous consent.

SECTION 2.12 NOTICE OF ANNUAL AND REGULAR MEETINGS. Except as otherwise provided in these Regulations, notice of each annual or regular meeting of Trustees shall be given to each Trustee by electronic mail or in person not less than seven (7) days prior to such meeting. Any Trustee may waive notice of any meeting, and, by attending any meeting without protesting the lack of proper notice, shall be deemed to have waived notice thereof. Unless otherwise limited in the notice thereof, any business may be transacted at any annual or regular meeting.

SECTION 2.13 COMPENSATION. The Trustees shall not receive salaries, fees or compensation for their service as Trustees or their attendance at any meeting or committee meeting of Trustees, but may be reimbursed for reasonable costs actually incurred in connection with the performance of their duties hereunder.

SECTION 2.14 DUALITY OF INTEREST. A Trustee having a conflict of interest or conflict of responsibility on any matter involving the Corporation and any other business entity or person shall refrain from participating in the consideration of and voting on such matter. No Trustee shall use his or her position as a Trustee of the Corporation for his or her own direct or indirect financial gain.

ARTICLE III - COMMITTEES

SECTION 3.1 EXECUTIVE COMMITTEE. The Board of Trustees may elect an Executive Committee to consist of the elected officers of the Corporation, at least nine but no more than eleven additional elected Trustees, and the ex-officio Trustees. The Executive Committee shall meet at such times and place as requested by the President. Forty percent (40%) of the Executive Committee members shall constitute a quorum. Each member of the Executive Committee shall be entitled to one vote and the affirmative vote of a majority of the Executive Committee members present at a meeting at which a quorum is present shall be controlling. Unless specifically limited by action of the Board of Trustees, during intervals between meetings of the Board of Trustees, the Executive Committee shall have and may exercise all the powers and authority of the Board of Trustees, except that the Executive Committee shall not have the power or authority to (1) remove or elect an officer, (2) fill vacancies in the Board of Trustees or (3) alter, change or amend these Regulations. Notwithstanding the foregoing, but subject to the rights of third persons, any action taken or authorized by the Executive Committee shall be subject to revocation, revision or alteration by the Board of Trustees. The powers of the Executive Committee shall also include the following: (a) directing the publication of the LATIN ALUMNOTES and formulating all policy decisions related thereto, (b) approving the activities of the standing committees set forth in Section 3.3 hereof, (c) approving the selection of the Merit Award Nominee and the Hall of Fame Award Nominees hereinafter provided for in Section 3.3 hereof, (d) assisting in planning any activity or program of the Corporation, and (e) initiating general corporate activities. The Executive Committee shall have such other powers as may be prescribed by the Board of Trustees from time to time.

SECTION 3.2 NOMINATING COMMITTEE. The Board of Trustees may elect a Nominating Committee to consist of five Trustees appointed by the President, by and with the approval of a majority of the Trustees present at a meeting of the Trustees at which a quorum is present. The Nominating Committee shall recommend to the Board of Trustees the names of no less than two candidates from the Board of Trustees for each officer position, provided, however, that if two qualified candidates are not available for any one office, the Committee shall recommend at least one.

SECTION 3.3 STANDING COMMITTEES. The Board of Trustees may elect the following standing committees:

Catholic Action Committee, Membership Committee, Public Relations Committee, Publications Committee, Constitution Committee, Past Presidents Committee, Merit Award Committee, Hall of Fame Committee, Finance Committee and an Audit Committee. The powers of each Committee shall include the following:

- (a) Catholic Action Committee: The Catholic Action Committee shall keep currently informed concerning educational trends affecting the Corporation, and recommend to the Corporation any method of furthering Catholic Action through the lay apostolate.
- (b) Membership Committee: The Membership Committee shall keep a current list of all current members having made contributions to the Corporation and supervise and promote active membership drives.
- (c) Public Relations Committee: The Public Relations Committee shall publicize the programs of the Corporation to its members through appropriate information media.
- (d) Publications Committee: The Publications Committee shall publish the LATIN ALUMNOTES a minimum of two times a year and be responsible for the editing, mailing and distribution of said publication.

- (e) Constitution Committee: The Constitution Committee shall recommend necessary revisions to The Cathedral Latin Alumni Association, Inc. Articles of Incorporation and Code of Regulations and shall receive, review and present to the Executive Committee recommended changes; and keep an accurate record of the original interpretation of the Articles of Incorporation and Code of Regulations and subsequent amendments thereto.
- (f) Past Presidents Committee: The Past Presidents Committee shall meet at least two times a year and act in an advisory capacity to the President of the Corporation.
- (g) Finance Committee: The Finance Committee shall study the revenues, expenditures and fiscal policies of the Corporation and make recommendations pertaining thereto. The Committee shall study and recommend to the Executive Committee the use and application of corporate moneys at the end of the term of each administration over and above the Corporation's expense incurred during such term. The Finance Committee shall consist of the current President and the Treasurer of the Corporation as well as three (3) members of the Board of Trustees appointed by the President by and with the approval of a majority of the Trustees present at a meeting at which a quorum is present. It shall submit a complete operating budget for each fiscal year before its beginning date, for approval by the Board of Trustees, with said budget to cover all activities of the Corporation for the fiscal year.
- (h) Merit Award Committee: The Merit Award Committee shall annually select and honor in a suitable manner an alumnus of Cathedral Latin School who by his conduct and example has brought renown to himself and Cathedral Latin School, and who, in his chosen field of endeavor, embodies the sterling qualities for which Cathedral Latin School stands.
- (i) Hall of Fame Committee: The Hall of Fame Committee shall adopt rules, regulations, standards, and procedures governing its operation, which together with all of its other activities, recommendations, proposals and nominees, shall be subject to the approval of the Executive Committee.
- (j) Audit Committee: The Audit Committee shall audit the Corporation's books, or shall cause an audit of such books, at least once a year, and shall submit copies of such audits at the annual meeting of the Board of Trustees.

The Standing Committees shall have such additional powers as may be prescribed by the Board of Trustees from time to time.

SECTION 3.4 OTHER COMMITTEES. The Board of Trustees may elect such other committees and give to them such powers as they may from time to time determine.

ARTICLE IV - OFFICERS

SECTION 4.1 DESIGNATION AND ELECTION OF OFFICERS. The Trustees, at their annual meeting or at a special meeting held in lieu thereof, shall elect a President, a Vice President, a Secretary, a Treasurer and, in their discretion, an Assistant Secretary or Secretaries, an Assistant Treasurer or Treasurers, and such other officers as the Trustees may see fit. All officers shall be chosen from among the Trustees pursuant to the nomination procedure set forth in Section 3.2 of these Regulations. Any two or more of such officers other than that of President and Vice President, or Secretary and Assistant Secretary, or Treasurer and Assistant Treasurer, may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity.

SECTION 4.2 TENURE OF OFFICE, REMOVAL AND VACANCIES. The term of office of the officers of the Corporation shall be two years, each officer to be elected to his initial term of office at the first election of officers that occurs after these Regulations are adopted which is expected to occur after March 1, 1988 and prior to April 30, 1988. Such officers shall hold office until the annual meeting of the Trustees at which their respective term of office is due to expire and until their successors are chosen and qualified, except in case of resignation, death or removal. The Trustees may remove any officer at any time with or without cause by the affirmative vote of a majority of the Trustees present at a meeting of the Trustees at which a quorum is present. A vacancy, however created, in any office may be filled by the affirmative vote of a majority of the Trustees present at any special meeting of the Trustees at which a quorum is present.

SECTION 4.3 PRESIDENT. The President shall preside at all meetings of the Board of Trustees and the meetings of the Executive Committee. The President shall call special meetings of the Board of Trustees and Executive Committees when he deems it necessary. The President shall appoint the Chairman of each committee, other than the Nominating Committee and shall serve as an ex-officio member of each Committee other than the Nominating Committee. The President shall make a comprehensive annual written report of the various activities of the Corporation and read such report at the annual meeting of the Board of Trustees. Unless otherwise determined by the Trustees, the President shall be the chief executive officer of the Corporation. The President shall have authority to represent the Corporation at meetings of the shareholders of other corporations in which the Corporation holds shares, and to execute on behalf of the Corporation discretionary or restricted proxies. The President may execute all authorized deeds, mortgages, bonds, contracts and other obligations, in the name of the Corporation, and shall have such other powers and duties as may be prescribed by the Board of Trustees.

SECTION 4.4 VICE PRESIDENT. The Vice President shall have the powers of the President during the absence or incapacity of the President or when there is a vacancy in the office of President. The Vice President shall be the coordinator of all Committees, and shall serve as an ex-officio member of all committees except the Nominating Committee. The Vice President shall report on the activities of all committees at the annual meeting of the Board of Trustees. He shall have such other powers and duties as may be prescribed by the Board of Trustees.

SECTION 4.5 SECRETARY. The Secretary shall attend and keep the minutes of all meetings of the Board of Trustees, the Executive Committee, and the Members which shall also reflect the attendance thereof. The Secretary shall keep and maintain all records of the Corporation and such other records as may be required by the Trustees, and shall give all notices of meetings of the Board of Trustees, provided, however, that any persons calling such meetings may, at their option, themselves give such notice. The Secretary shall correspond with such persons, corporations and other organizations as is necessary for the efficient operation of the Corporation. The Secretary shall file all records of the Corporation in the Corporation of f ice upon completion of his term of office. The Secretary shall have such other powers and duties as may be prescribed by the Board of Trustees.

SECTION 4.6 TREASURER. The Treasurer shall receive and have in charge all money, bills, notes, bonds, stocks in other corporations and similar property belongings to the Corporation and shall do with the same as shall be ordered by the Trustees. The Treasurer shall keep accurate financial accounts, and hold the same open for inspection and examinations of the Trustees. The Treasurer shall prepare and render to the Executive Committee semiannual written

financial reports of the finances of the Corporation and such other interim written financial reports as may be required by the Executive Committee. The Treasurer shall submit an annual written financial report detailing the receipts and expenditures of the Corporation at the annual meeting of the Board of Trustees, On the expiration of the Treasurer's term of office, the Treasurer shall turn over to the successor Treasurer, or the Board of Trustees, all property, books, papers and money of the Corporation in the Treasurer's hands. The Treasurer shall have such other powers and duties as may be prescribed by the Board of Trustees.

SECTION 4.7 OTHER OFFICERS. The Assistant Secretaries, Assistant Treasurers, if any, and the other officers, if any, shall have such powers and duties as the Board of Trustees may prescribe.

SECTION 4.8 DELEGATION OF DUTIES. The Trustees are authorized to delegate the duties of any officers to any other officer and generally to control the action of the officers and to require the performance of duties in addition to those mentioned herein.

SECTION 4.9 COMPENSATION. The Trustees are authorized to determine or to provide the method of determining the compensation of all officers except that no Trustee shall receive compensation for serving as a Trustee.

SECTION 4.10 BOND. Any officer or employee, if required by the Board of Trustees, shall give bond in such sum and with such security as the Trustees may require for the faithful performance of his or her duties. Any cost associated therewith shall be borne by the Corporation.

SECTION 4.11 SIGNING CHECKS AND OTHER INSTRUMENTS. The Trustees are authorized to determine or provide the method of determining how checks, notes, bills of exchange and similar instruments shall be signed, counter-signed or endorsed.

ARTICLE V - INDEMNIFICATION OF TRUSTEES AND OFFICERS

SECTION 5.1 INDEMNIFICATION. The Corporation shall indemnify any Trustee or officer or any former Trustee or officer of the Corporation or any person who is or has served at the request of the Corporation as a member, director, officer or trustee of another corporation, joint venture, trust or other enterprise (and his heirs, executors and administrators) against expenses, including attorney's fees, judgment, fines and amounts paid in settlement, actually and reasonably incurred by him or her by reason of the fact that he or she is or was such Trustee, officer or director in connection with any threatened, pending or completed action, suit or proceedings, whether civil; criminal, administrative or investigative to the extent and according to the procedures and requirements set forth in the Ohio Non—Profit Corporation Law. The indemnification provided for herein shall not deemed to restrict the right of the Corporation to indemnify employees, agents and others as permitted by such law or to restrict the right of the Corporation to purchase indemnification insurance therefore.

ARTICLE VI - CORPORATE SEAL

SECTION 6.1 CORPORATE SEAL. The Trustees shall have the power to devise and use a corporate seal and to alter the same at pleasure.

ARTICLE VII - ACCOUNTING PERIOD

SECTION 7.1 ACCOUNTING PERIOD. The annual accounting period for the Corporation shall end on December 31 each year.

ARTICLE VIII - PROVISIONS IN ARTICLES OF INCORPORATION

SECTION 8.1 ARTICLES OF INCORPORATION. These Regulations are at all times subject to the provisions of the Articles of Incorporation of the Corporation (including in such terms whenever used in these Regulations, amendments thereto).

ARTICLE IX - AMENDMENTS TO REGULATIONS

SECTION 9.1 AMENDMENT OF REGULATIONS. These Regulations may be altered, changed or amended in any respect or superseded by new Regulations in whole or in part, by the affirmative vote of a majority of the Voting Members of the Corporation present at an annual or special meeting called for such purpose at which a quorum is present or without a meeting by the unanimous written consent of the Voting Members of the Corporation.