

**BY-LAWS
OF THE
ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC.**

**ARTICLE I.
PURPOSE**

Section 1. Principal Office. The principal office and mailing address of the ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC. (“Association”) shall be 1901 Severn Avenue, Metairie, LA 70001.

Section 2. Purpose. The purpose of the Association shall be:

- A. To maintain communication and contact between Archbishop Rummel High School and its graduates.
- B. To foster activities which bring about association of the graduates with the school and with other graduates.
- C. To aid in furthering the work of Catholic education in Jefferson Parish through assistance and financial help to Archbishop Rummel High School and/or to students of Archbishop Rummel High School.
- D. To engage in any and all other areas of educational, religious, charitable, scientific, or other work as deemed necessary or desirable by the Board of the Archbishop Rummel Alumni Association, Inc., in conjunction with the administration of Archbishop Rummel High School, all in keeping with the general purposes, objectives, and goals, of Archbishop Rummel High School.

Section 3. Mission. –“The mission of the Association shall be to build lifelong relationships that mentor, cultivate and engage alumni and lead to a planned and sustainable future of Archbishop Rummel High School.”

Section 3. Tax Classification. The Association shall be classified as a 501(c)(3) non-profit organization, as a subsidiary of the Archdiocese of New Orleans group exemption number 0928, with a Federal Tax Identification number of 27-4109771.

Section 4. Fiscal Year. The fiscal year of the Association shall begin on the first day of July and end on the last day of June of each year, and the terms of the Directors and Officers shall coincide with with the Fiscal Year of the Association.

ARTICLE II. MEMBERSHIP

Section 1. Members. The members of this Association shall consist of all persons who are Archbishop Rummel graduates or honorary graduates (“Members”).

Section 2. Voting of Members. The Members shall meet annually to elect the Board of Directors that are elected by the Membership, in accordance with Article II (“Board”). Unless otherwise decided by the Board, the annual election shall occur in May, prior to the start of the Fiscal Year. Each Member shall have one vote and all Members shall have equal rights and privileges, provided however, in no event shall there be more than one vote per Member.

Section 3. Manner of Voting. All members have the right to attend the annual meeting and to vote for the election of Members to the Board, at or prior to the annual meeting under the voting methods authorized by the Board. A Member may vote in person, by any electronic means approved by the Board, or by signed proxy or proxy delivered in-hand or by electronic means, which will be provided to a member of the Board at or in advance of the annual meeting, and duly recognized and approved by the Secretary if in proper form. Any Director not running for office shall be entitled to accept proxies from a Member at any meeting of the general membership of the corporation. The eligible persons receiving the higher number of votes necessary to fill the vacant seats of the Elected Board members shall be elected by the Membership as Elected Directors.

ARTICLE II. DIRECTORS

Section 1. General. The property and business of the Association shall be managed by a Board of Directors exercising all powers of the Association and empowered to do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these By-Laws directed or required to be exercised or done by the members.

Section 2. Number of Directors. The Board of Directors shall consist of not less than eleven (11), but not more than fifteen (15) Directors. Pursuant to the provisions below, two (2) of the Directors shall be appointed as ex-officio members of the Board; nine (9) of the Directors shall be nominated by and elected by the Membership at the annual meeting (“Elected Directors”); and up to two (2) Directors, depending on available positions, may be appointed annually by a majority of the Ex-Officio and Elected Directors (“Appointed Directors”). All Directors shall have equal voting rights once duly elected to the Board of Directors.

Section 3. Term. Each member of the Board and shall serve a three (3) year term served in accordance with the Fiscal Year adopted by the Association.

Section 4. Ex-Officio Directors.

- A. The Head of School of Archbishop Rummel High School shall serve as a member of the Board at all times by virtue of his office. In the event that there is no acting Head of School of Archbishop Rummel High School in office, then the acting President of Archbishop Rummel High School shall serve as a member of the Board in place of the Head of School of Archbishop Rummel. The Head of School (or President if no acting Head of School) of Archbishop Rummel High School may appoint a designee to serve in the absence of the Head of School (or President if no acting Head of School). The appointed designee shall have the same authority as the Head of School (or President if no acting Head of School) in his absence, and the presence of the designee shall count towards forming a quorum under Article III. The designee shall continue to serve until such appointment is revoked by the Head of School (or President if no acting Head of School), in his sole discretion.
- B. The Archbishop of the Archdiocese of New Orleans shall serve as a member of the Board at all times by virtue of his office. The Archbishop may appoint a designee to serve in the absence of the Archbishop. If the Archbishop fails to appoint a designee, a Chaplain of the school shall serve as a member of the Board. The appointed designee shall have the same authority as the Archbishop in the absence of the Archbishop, and the presence of the designee shall count towards forming a quorum under Article III. The designee shall continue to serve until such appointment is revoked by the Archbishop, in the Archbishop's sole discretion.

Section 5. Elected Directors. The Directors shall be elected at the annual meeting in May, or as soon as possible thereafter, in accordance with Article II.3.

Section 6. Appointed Directors. The Ex-Officio and Elected Directors, by two-thirds voting approval, may appoint up to two (2) additional members of the board that shall be alumni in good standing. In no instance shall there be more than fifteen (15) members of the Board of Directors. The Ex-Officio and Elected Members of the Board shall give consideration to the needs of the Association when selecting Appointed Directors, taking into account professional or personal qualifications that would assist the Board in carrying out its purpose, experience and willingness to assist with fundraising efforts of the Association, and diversification in Board representation by age or experience, or other such similar items as the Board may decide will positively assist the Association in achieving its purpose. Appointed Directors will serve one three (3) year term, and may not be re-appointed as an Appointed Director, but may elect to run for office as an Elected Director

following their service as an Appointed Director. The Ex-Officio and Elected Directors, in their sole discretion, may appoint a nomination committee consisting of current and prior Board members to assist in the selection of Appointed Directors. The Nomination Committee shall offer guidance on the selection of Appointed Directors, but all voting powers shall be retained by the Ex-Officio and Elected Directors.

Section 7. Vacancies. If any vacancies occur in the Board caused by death, resignation, retirement, disqualification or removal from office of any Director, a majority of the Directors then in office, though less than a quorum, may choose a successor or successors, and the Directors so chosen shall hold office until the next annual election and until their successors are duly elected and shall qualify, unless sooner displaced. Should a vacancy of the board occur within sixty (60) days prior to the annual meeting, the vacancy shall be filled by vote of the membership at the annual meeting. Any member of the board may nominate a candidate to fill the vacancy. Any member elected to fill the vacancy shall be elected to fill the unexpired term of the vacating board member.

Section 8. Term Limits. Each member of the Board shall be permitted to be elected or appointed, in any combination, to no more than three (3) consecutive three-year terms. There shall be no limit to the number of terms that a director may serve non-consecutively. If a director is selected to fill an unexpired term of a Director who has vacated his office, then the remainder of this unexpired term shall not be included as a term for purposes of the term limits described herein. In order for the term limits described above to apply, there must be at least one qualified candidate for election for each available board position for that election period. Members that are appointed shall be eligible to run for election after the expiration of their appointed term, but all service shall apply in determining the term limits of a member of the Board.

Section 9. Removal of Directors. Any Director elected or appointed by the Board may be removed at any time by the affirmative vote of two-thirds (2/3) of the board members present at any regular meeting or special meeting called for that purpose, whenever in the Board's judgment the best interests of the Association would be served thereby. A Director, without limitation, may be removed for the following reasons: failure to perform duties; conduct which is injurious to the Association, Board or its purpose; failure to attend regular meetings without a valid reason. A notification letter may be sent out after a Board member has missed three (3) scheduled meetings without notification. Any Board member proposed to be removed shall be entitled to seven (7) days' notice in writing of the meeting at which such removal is to be voted upon. The members proposed to be removed shall be entitled to appear and be heard at the meeting and may present such witnesses and make such defense as he or she deems appropriate. Any Director that is removed may not be re-appointed by the Board to serve or eligible to run as an Elected Director.

ARTICLE III.
MEETINGS OF THE BOARD

Section 1. Place. The Directors of the Association may hold their meetings, both regular and special, either within or without the State of Louisiana.

Section 2. Regular Meetings. Regular meetings of the Board may be held at such time and place as shall be from time to time determined by the Board. Meetings may be conducted electronically or telephonically. Notice of the time, place, date and location of the meetings shall be mailed or emailed to the Board at least one (1) week prior to the meeting date. A Board Member, by written notice to the Secretary which may be given by electronic means, may give their proxy to another Board Member, for purposes of voting on an item, provided that a Quorum is otherwise attained. The Secretary shall indicate if such a proxy has been properly assigned at the beginning of a meeting. The Board may dispense with a meeting in a given month, if insufficient business so warrants. Additional meetings of the board may be called as deemed necessary by a simple majority of the board.

In the event of an emergency as declared by a majority vote of the Executive Committee, decisions may be made and a vote of the Board may be taken by a majority vote of the members of the Board outside of a scheduled meeting, only provided that the motion to be made is provided to the members of the Board of in writing or in email, and provided that the votes of the Directors may be made only in written form or by email sent to the Executive Committee.

Section 3. Special Meetings. Special meetings of the Board may be called by the President on 48 hours' notice to each Director, either personally or by mail, email or facsimile; special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of a majority of the Directors. Directors may attend meetings electronically or telephonically.

Section 4. Quorum. At all meetings of the Board, a majority of the Directors shall constitute a quorum from transaction of business, except as otherwise provided by statute or in the Articles of Incorporation of the Association. If less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice until a majority is present.

Section 5. Vote. The affirmative vote of a majority of the Directors shall be required for any act of the Board of Directors, except for those decisions as specifically designated in other sections of these By-Laws or in the Articles of Incorporation requiring a different number of votes for action to be taken.

Section 6. Compensation. Directors shall serve without compensation. By resolution of the Board of Directors, the Directors may be paid their extraordinary expenses, if any, of attendance at a meeting.

Section 7. Written Consent. Unless otherwise restricted by the Articles of Incorporation or these By-Laws, any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting, if a majority of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

ARTICLE IV. COMMITTEES OF DIRECTORS

Section 1. Executive Committee. The Executive committee shall consist of the President, who shall be Chairman of the Executive Committee, the Vice-President, the Secretary, and the Treasurer. A majority of the members thereof shall constitute a quorum for the transaction of business, with decisions made by majority consent. Actions may also be taken by written consent of the required number of Executive Committee. The Executive Committee is authorized to act on behalf of the entire Board during the interim periods between each meeting of the Board, except as otherwise provided by resolution of a majority of the entire Board or as reserved for vote by the entire Board of Directors. Any such Executive Committee shall have the authority of the Board only to the extent provided in the Board's authorizing resolution and only to the extent provided by statute, the Articles of Incorporation and these By-Laws. Notwithstanding anything to the contrary, the Executive Committee does not have the authority to bind the Association, incur any liability or pay any debt, the amount of which exceeds one thousand dollars (\$1,000.00) without the approval of the Board.

Section 2. Finance Committee. The Finance Committee shall be composed of the Treasurer, and not less than three (3) members of the Board as appointed in the discretion of the Board, whom members shall be Board Members. This Committee shall annually review the budget and arrange for the preparation of the tax return of the Association and recommend to the Board any changes, amendments or modifications thereto.

If audited financial statements are required or requested by the Board, this Committee shall recommend to the Board the accounting firm to be selected by the Board, as the independent auditor of the Association, and to act on behalf of the Board in meeting and reviewing with the independent auditors, the Association's Treasurer and the appropriate corporate officers, matters relating to corporate financial reporting and accounting matters, procedures and policies; adequacy of financial, accounting and operating controls and the scope of the respective audits of the independent auditors. This Committee shall review the results of such audits with the independent auditor and shall promptly report thereon to the Board. The Committee shall additionally submit to the Board any recommendations it may have from time to time with respect to changes in the appointment of independent auditors, financial reporting, accounting practices and policies (including the preparation or adoption of a finance manual), financial accounting, and operational controls and safeguards. The Committee shall have such powers and perform such

other duties as the Board shall, from time to time, grant and assign to it. Subject to the approval of the Board, the Finance Committee may adopt such policies as it may desire in the furtherance of monitoring the budget, including the adoption of a finance manual.

Section 3. Event Committees. The Board may, by resolution passed by a majority of the whole Board, designate one or more additional ad hoc committees for the purpose of organizing and hosting events. Each committee shall consist of at least one (1) or more of the Directors of the Association, which, to the extent provided in said resolution, may exercise the powers of the Board in the management of the business and affairs of the Association for the purpose of conducting events approved by the Board of Directors. Any such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board (e.g. Golf Committee, Beast Feast Committee, etc.). A majority of the members of any ad hoc committee may determine that Committee's action and fix the time and place of its meetings unless the Board shall otherwise provide, the Board shall have power at any time to approve expenditures of a Committee, fill vacancies in, to change the membership of and to dissolve any such committee.

Section 4. Expenditure Responsibility. All expenditures of funds by a Committee shall have prior approval of the Board, except for those expenditures that may be made by the approval of a majority vote of the Executive Committee, as described in Section IV.3 above. The Board may approve a budget for any Committee and, in its discretion, may grant discretion to the Committee to re-allocate approved funds within the approved budget.

Section 5. Committee Meetings. A majority of the members of any committee may determine that Committee's action and fix the time and place of its meetings unless the Board shall otherwise provide, the Board shall have power at any time to fill vacancies in, to change the membership of and to dissolve any such committee.

Section 6. Minutes. The Committees shall keep regular minutes of their proceedings and report the same to the Board when requested.

ARTICLE V. NOTICE

Section 1. Method. Whenever notice is required to be given to any Director under provisions of the laws of Louisiana or of the Articles of Incorporation of the Association or of these By-Laws, such notice shall not be construed to mean personal notice, but may be given in writing by electronic or certified mail, return receipt requested, addressed to such Director in such address as appears on the books of the Association, and such notice shall be deemed to be given at the time mailed.

Section 2. Waiver of Notice. Whenever any notice is required to be given under the provisions of the laws of Louisiana or of the Articles of Incorporation or these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto, and such waiver need not specify the purpose of or the business to be transacted at the meeting.

ARTICLE VI. OFFICERS

Section 1. Designation. The officers of the Association shall be a President, a Vice-President, a Treasurer, and a Secretary. These offices may not be held by the same person concurrently.

Section 2. Election. The Board shall elect the officers of the Association at the first meeting of the Board in July, or as soon as otherwise possible. Members of the board may self-nominate to serve as officers of the Association or may be nominated by other members of the Board. The Board shall choose other officers as needed in the event these named individuals are unable or unwilling to serve, or of the appointment of other officers is desired or otherwise required by law.

Section 3. Agents. The Board may appoint such agents on behalf of the Association as it shall deem necessary, for such terms and to exercise such powers and perform such duties as shall be determined from time to time by the Board, and not conflicting with these By-Laws or the Articles of Incorporation of the Association.

Section 4. Salaries. All officers shall serve without compensation from the Association. In the event that the Association elects an executive, such executive's compensation shall be subject to the Executive Compensation Policy, in accordance with Article VII. The salaries of all officers and agents of the Association, if any, shall be fixed by the Board of Directors.

Section 5. Term. The officers of the corporation shall hold office for one (1) year terms, or until their successors are chosen and qualify, unless sooner removed or displaced. Any officer elected or appointed by the Board may be removed at any time by the affirmative vote of a majority of the whole Board whenever in their judgment the best interests of the Association would be served thereby. The officers may serve no more than two (2) consecutive terms in any one office.

Section 6. Vacancy. Vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors.

PRESIDENT

Section 7. The President shall be the chief executive officer of the Association, and subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Association. He shall, when present, preside at all Directors' meetings as the chairperson and shall be ex officio a member of all standing committees. He shall have general and active management of the business of the Association and shall see that all orders and resolutions of the Board are carried into effect. The President may sign any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof may be expressly delegated by the Board or by these By-Laws to some other office or agent of the Association or shall be required by law to be otherwise signed or executed. Meetings of the Board shall be conducted in accordance with the current edition of "Roberts Rules of Order", as amended, unless otherwise inconsistent with the Articles of Incorporation or the By-Laws, or other provisions of law.

VICE PRESIDENT

Section 9. The Vice President will perform duties in the absence of the President and assist the President in such duties as the President assigns or as the Board prescribes.

SECRETARY

Section 10. The Secretary of the Association shall attend all Board of Directors' meetings and keep the minutes in one or more books provided for that purpose. He or she shall also: (1) see that all notices and proxies are duly given in accordance with the provisions of these By-Laws as required by law; (2) be custodian of the corporate records and of the seal of the Association, if any; (3) keep a register containing the post office address of each Board Member which shall be furnished to the Secretary by such Member; and (4) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

TREASURER

Section 11. The Treasurer of the corporation shall have the custody of corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all moneys and other valuable effects in the name of and to the credit of the Association in such depositories as may be designated by the Board of Directors. He will also in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board. He shall disburse the funds of the Association as may be ordered by the Board but only in strict accordance with the Articles of Incorporation, taking proper vouchers

for such disbursements, and he shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer, and of the financial condition of the Association.

ARTICLE VII.
INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. Any and all incorporators, directors, officers and employees and former directors, officers and employees of the Association (and the heirs, executors or administrators of any such director or officer or former director or officer or person), shall be indemnified by the Association against all costs and legal or other expenses, including costs and amounts paid in settlement, reasonably incurred by or imposed upon them, or any of them in connection with or resulting from any claim, action, suit or proceeding, whether civil or criminal, in which they, or any of them, are made parties, or a party, by reason of being or having been directors of officers or a director or officer of the Association or of such other corporation, to the full extent allowed by Louisiana law, notwithstanding anything herein to the contrary. Such right of indemnification shall not apply, however, in relation to matters as to which any such director or officer or former director or officer shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty to the Association or such other corporation, unless the proper court shall determine that despite such adjudication of liability, such officer or director is fairly and reasonably entitled to indemnity for such expense as the court shall deem proper. If any such claim, action, suit or proceeding is settled (whether by agreement entry of judgment by consent, or otherwise), the determination in good faith by the Board of the Association that such claim, action, suit or proceeding did not arise out of negligence or misconduct in the performance of duty by the director or officer or former director or officer or person indemnified and that such director or officer or former director or officer or person would not be held liable for the claim, action, suit or proceeding in question, shall be necessary and sufficient to justify indemnification. The right of indemnification herein provided shall be to the fullest extent allowed by law and shall not be exclusive of other rights to which those indemnified may be entitled under any statute, by-law, agreement, or otherwise.

ARTICLE VIII.
REIMBURSEMENT OF DISALLOWED DEDUCTIONS

Section 1. Any payments made to an officer or director of the corporation such as salary, commissions, bonus, interest, rent or expenses which: (i) shall be disallowed in whole or in part as a deductible expense for the purpose of corporate tax reporting by the Internal Revenue Service, or (ii) in the opinion of the Board threaten the tax-exempt status of the Association, shall be reimbursed by such officer to the Association to the full extent of such disallowance. The Board shall take all necessary steps to enforce this repayment. In lieu of repayment by the officer or directors the Board may withhold appropriate amounts from the officer's or

director's future compensation until the payment has been recovered; provided that the amount withheld is sufficient to extinguish the indebtedness within five years.

ARTICLE IX.
COMPANY POLICIES

Section 1. The Association adopts the following policies which are attached hereto and incorporated herein as follows:

Conflict of Interest Policy – Exhibit “A”

Record Retention Policy – Exhibit “B”

Whistleblower Policy – Exhibit “C”

Executive Compensation Policy – Exhibit “D”

Endowment Policy - Exhibit “E”

Statement of Commitment – Exhibit “F”

ARTICLE X.
MISCELLANEOUS

Section 1. Checks. The Association shall maintain such accounts as necessary in depositories selected by the Board in the name of the “Archbishop Rummel Alumni Association, Inc.” All checks shall bear two signatures: one signature shall be the signature of a member of the Executive Committee and the other signature shall be the signature of the President or Principal of Archbishop Rummel High School or his appointed representative, which representative is not required to also serve on the board. Any appointed representative shall be recognized and approved by vote of the Board.

Section 2. Conduct of Meetings. Roberts Rules of Order revised shall govern this Association in the cases where applicable and where not inconsistent with these by-laws.

ARTICLE XI
AMENDMENTS

These By-Laws may be altered, amended, or repealed and new By-Laws adopted by the vote of two-thirds of the Directors, upon fourteen (14) days written notice prior to the meeting, which notice may be waived.

C E R T I F I C A T E

I hereby certify that the foregoing By-Laws were unanimously adopted by the Board of the Association at their duly called initial meeting on the 6th day of April, 2021.

/s/ Greg Brenan
Greg Brenan, Secretary

EXHIBIT “A”

CONFLICT OF INTEREST POLICY

CONFLICT OF INTEREST POLICY
ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC.

I. Purpose

The purpose of this conflict of interest policy is to protect the interests of ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC. when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization, or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

II. Definitions

1. **Interested Person** – Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. **Financial Interest** – A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC. has a transaction or arrangement, or,
 - b. A compensation arrangement with ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC. or with any entity or individual with which ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC. has a transaction or arrangement, or,
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC. is negotiating a transaction or arrangement.

A financial interest is not necessarily a conflict of interest. As defined below, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.
3. **Compensation** – Includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

III. Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. If the governing board or committee determines there is a conflict of interest, the chairperson of the governing board or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC. can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC.'s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determine, it shall make its decision as to whether ARCHBISHOP

RUMMEL ALUMNI ASSOCIATION, INC. should enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a director has failed to disclose actual or possible conflicts of interest, it shall inform the director of the basis for such belief and afford the director an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the director's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

IV. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

V. Compensation

The following policy will be used regarding any voting member of the governing board who receives compensation from ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC..

- a. A voting member of the governing board who receives compensation directly or indirectly, from ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC. for services is precluded from voting on matters pertaining to that member's compensation.

- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC. for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC., either individually or collectively, is prohibited from providing information to any committee regarding compensation.

VI. Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy;
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and,
- d. Understands ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC. is charitable and in order to maintain its federal tax exemption it must engagement primarily in activities which accomplish one or more of its tax-exempt purposes.

VII. Periodic Reviews

To ensure ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC. operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC.'s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not

result in inurement, impermissible private benefit or in an excess benefit transaction.

VIII. Use of Outside Experts

When conducting the periodic reviews as provided for above, ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC. may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

This policy was approved and adopted by the Board of ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC. on the 6th day of April, 2021.

/s/ Greg Brenan
Greg Brenan, Secretary

EXHIBIT “B”

RECORD RETENTION POLICY

RECORD RETENTION POLICY
ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC.

I. Purpose

This policy specifies how important documents of ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC. should be retained, protected and eligible for destruction. The policy also ensures that documents are promptly provided to authorities in the course of legal investigations or lawsuits.

II. Document Retention Schedule

The following types of documents will be retained for the following periods of time. At least one copy of each document will be retained according to the following schedule. The following list of documents is intended as a guideline and may not contain all the records ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC. may be required to keep in the future. Questions regarding the retention of documents not listed in this charge should be directed to the Secretary.

Financial Records:

| | |
|--|-----------|
| Financial Statements (audited or reviewed) | Permanent |
| Payroll records | Permanent |
| Journal entries | Permanent |
| Check register and checks | 7 years |
| Bank deposits and statements | 7 years |
| Chart of accounts | 7 years |
| Expense reports | 7 years |
| General ledgers and journals (includes bank reconciliations) | 7 years |
| Accounts payable ledger | 7 years |
| Investment performance reports | 7 years |
| Fiscal Policies and Procedures | Permanent |

Corporate Records:

| | |
|---|----------------------|
| Articles of Incorporation | Permanent |
| Bylaws | Permanent |
| Licenses (trademark, intellectual property, etc.) | Permanent |
| Board policies | Permanent |
| Board meeting minutes (including executive and other committees) | Permanent |
| Annual corporate filings | Permanent |
| Annual report | Permanent (5 copies) |

Human Resources:

| | |
|---|-----------|
| Employee applications and resumes | 3 years |
| Employee personnel file | Permanent |
| Retirement plan benefits (plan descriptions, plan documents) | Permanent |

| | |
|---|--|
| Employee offer letters | 7 years after termination |
| Performance evaluations | 7 years after Termination |
| Promotions, demotions, letter of reprimand, termination | 7 years after Termination |
| Job descriptions, performance goals | 7 years after Termination |
| Employee Handbooks | Permanent |
| Workers compensation records | 7 years after Settlement |
| Employment contracts | 7 years after Termination |
| INS 1-9 forms | Longer of: 3 years From date of filing or 1 year after termination |
| Salary Information | 7 years after Termination |
| Insurance Records: | |
| Property Insurance Policy | Permanent |
| Directors and Officers Insurance Policy | Permanent |
| General Liability Insurance Policy | Permanent |
| Insurance Claims Applications | Permanent |
| Insurance disbursements/denials | Permanent |
| Fire inspection reports | Permanent |
| Incident reports | Permanent |
| Contracts: | |
| All Insurance Contracts | Permanent |
| Employee Contracts | Permanent |
| Loan/Mortgage Contracts | Permanent |
| Deeds | Permanent |
| Vendor Contracts | 7 years |
| Purchase agreements | Permanent |
| Construction contracts | Permanent |
| Donation/Funder Records: | |
| Fund agreements | Permanent |
| Grant Dispersal Contract | Permanent |
| Donor lists | 7 years |
| Grant applications | 7 years |
| Donor acknowledgements | 7 years |
| Tax Records: | |
| Annual tax filing for the organization (IRS Form 990) | Permanent |
| Filings of fees paid to professionals (IRS Form 1099) | 7 years |
| IRS Form 1023 to file for Tax Exempt and/or charitable status | Permanent |

| | |
|---|-----------|
| W-2 Statements | 7 years |
| IRS Exemption determination and related correspondence | Permanent |
| Payroll tax returns | 7 years |
| General Administration: | |
| Correspondence – Executive Director and Board President | 7 years |

III. Document Protection

Documents (hardcopy, online or other media) will be stored in a protected environment for the duration of the Document Retention Schedule.

IV. Document Destruction

Hardcopy of documents will be destroyed by shredding after they have been retained until the end of the Document Retention Schedule. Online copies will be destroyed by fire or other proven means to destroy such media after they have been retained until the end of the Document Retention Schedule.

V. Provision of Documentation for Investigations or Litigation

Documents requested and subpoenaed by legally authorized personnel will be provided within ten (10) business days, unless required by the legally authorized personnel to be provided within shorter time frame. The President of the Board will authorize provision of such documents. No documents will be concealed, altered or destroyed with the intent to obstruct the investigation or litigation.

The Sarbanes-Oxley Act makes it a crime to alter, cover up, falsify, or destroy any document to prevent its use in an official proceeding. Failure on the part of employees of ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC. to follow this policy can result in possible civil and criminal sanctions against ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC. and its employees and possible disciplinary action against responsible individuals, up to and including termination of employment.

This policy was approved and adopted by the Board of ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC. on the 6th day of April, 2021.

/s/ Greg Brenan
Greg Brenan, Secretary

EXHIBIT “C”

WHISTLEBLOWER POLICY

WHISTLEBLOWER POLICY
ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC.

I. Purpose

The whistleblower policy is intended to provide a mechanism for the reporting of illegal activity or the misuse of ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC.'s assets while protecting the employees who make such reports from retaliation.

II. Questionable Conduct

This policy is designed to address situations in which an employee, member, director, officer or volunteer suspects another employee or volunteer has engaged in illegal acts or questionable conduct involving ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC.'s assets. This conduct might include outright theft (of equipment or cash), fraudulent expense reports, misstatements of any accounts to any manager or to ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC.'s auditors, or even an employee's conflict of interest that results in financial harm to ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC. ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC. strongly encourages all parties to report such questionable conduct and has established a system that allows them to do so anonymously.

III. Making a Report

If an employee or volunteer suspects illegal conduct, or conduct involving misuse of ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC.'s assets or in violation of the law, he or she may report it, anonymously if the person wishes, and will be protected against any form of harassment, intimidation, discrimination, or retaliation for making such a report in good faith.

A person can make a report to any of the following ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC. executives at any time as more fully explained in the Reporting Procedures section of this policy: Chairman/President of the Board, and/or Secretary. ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC. will promptly conduct an investigation into matters reported, keeping the informant's identity as confidential as possible consistent with its obligation to conduct a full and fair investigation.

IV. Reporting Procedures

The following "whistleblower" procedure is intended to describe the process through which concerns about the possible misuse of ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC. assets are handled pursuant to this policy:

1. A person makes a report of suspected misuse of ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC. assets by reporting same to the Chairman/President of the Board, and/or the Secretary. The reporting person may report the misuse in person, via telephone or via correspondence. The reporting person may report the misuse anonymously if they choose.
2. The report will be promptly reviewed by the Chairman/President of the Board, as well as the Secretary, to determine whether the report constitutes a complaint or a non-complaint, unless one or more of them is allegedly involved in the misconduct, in which case the report should be reviewed by only those not alleged to be involved. (If all of them are alleged to be involved, the report can be made to any member of the Board of ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC.).
 - a. A *complaint* means any report involving (i) questionable accounting, auditing, financial reporting, or internal controls; (ii) suspected fraud, theft, or improper use of ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC. assets; (iii) a violation of ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC.'s conflict-of-interest policy that results in a financial harm to ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC.; or, (iv) a claim of retaliation against any employee or volunteer making a good-faith report regarding any of the preceding matters.
 - b. A *non-Complaint* means a report of any other matter not involving a misuse of ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC. 's assets.
3. If the report is deemed to be a complaint, it will be promptly forwarded to the Secretary. If the report is deemed to be a non-complaint, it will be referred to the appropriate executive or board member for follow-up. Some non-complaints may involve serious matters and may require prompt investigation, but may nevertheless not involve misuse of ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC. 's assets.
4. Each complaint will be fully investigated, and as far as possible handled, so as to protect the privacy of the employee or volunteer or other person making the complaint. A written report of the outcome of each investigation will be prepared and delivered to the Secretary.
5. The Secretary decides whether the report involves a matter that is material. If it is deemed material, it will be reviewed by the Board or may direct senior management to take actions to resolve the situation. If the report is deemed nonmaterial, it will not be reviewed by the Board but will instead be addressed by the Secretary, as appropriate.

If the Secretary is allegedly involved in the misconduct, the above determinations will be made by the President.

V. No Retaliation

An employee or volunteer or other person who has made a report of suspicious conduct and who subsequently believes he or she has been subjected to retaliation of any kind by any ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC. employee or board member, is directed to immediately report it to the President of the Board, and/or Secretary as appropriate.

Reports of retaliation will be investigated promptly in a manner intended to protect confidentiality as much as practicable, consistent with a full and fair investigation. The Chairman/President of the Board will direct the investigation of retaliation in a manner consistent with a full and fair investigation. If the Chairman/President of the Board is alleged to have taken the complained of retaliation, the investigation shall be directed by the Secretary. The party conducting the investigation will notify the employee of the results of the investigation.

ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC. strongly disapproves of and will not tolerate any form of retaliation against employees or volunteers who report concerns in good faith regarding ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC. 's operations. Any employee who engages in such retaliation will be subject to discipline up to and including termination. Any board member who engages in such retaliation will be subject to discipline up to and including removal from the board.

While ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC. strongly encourages employees and volunteers to report all allegations of potential fraud, any employee reporting false allegations will be disciplined up to and including termination.

All relevant correspondence concerning this policy should be directed to:

ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC.
1901 SEVERN AVE.
METAIRIE, LA 70001

This policy was approved and adopted by the Board of ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC. on the 6th day of April, 2021.

/s/ Greg Brennan
Greg Brennan, Secretary

EXHIBIT “D”

EXECUTIVE COMPENSATION POLICY

EXECUTIVE COMPENSATION POLICY
ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC.

IX. Purpose

The purpose of this compensation policy is to provide the process in which ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC. will determine reasonable compensation for the Executive(s) of the Organization. This policy is intended to comply with the provision of the tax code for determining reasonable compensation for Executives. Furthermore, this policy is intended to supplement, but not replace, any applicable state and federal laws governing the determination of compensation to Executives applicable to nonprofit and charitable organizations.

The additional purpose of this Executive Compensation Policy is to protect ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC.'s and Board of Directors' interest when it is determining Executive Compensation and reduce the risk of a possible excess benefit transaction.

The Board is responsible for the determining Executive compensation.

X. Determination of Reasonable Compensation

The purposes of the Board salary review policy, is to determine that salaries paid to the Executive(s) of ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC. do not exceed amounts that are reasonable. Reasonable Compensation as defined by the Tax Code is the amount ordinarily paid for like services by like enterprises (whether taxable or tax-exempt) under like circumstances. In the determination of a reasonable salary for the Executive(s), all forms of compensation including but not limited to cash and non-cash compensation, salary, fees, bonuses, severance, deferred compensation, other compensatory benefits, fringe benefits, and foregone interest on loans in total must be used as the measure of reasonable compensation.

In determining like services the Board and/or its committees with such delegated responsibility will consider the following non-exclusive list of factors:

- Type of work performed by the Executive.
- Does the actual work performed by the executive involve “hands-on” or general involvement?
- Is the work performed by the Executive national or local in scope?
- The number of employees managed by the Executive will be considered.
- The amount of the budget and the assets managed by the Executive will be considered.
- The managing of multiple functions, departments, facilities or entities by the Executive will be considered.
- Does the Executive work full time or part-time?
- Does the Executive perform services for two or more related organizations?

- Did the Executive work for the whole year, part of a year or final year?
- Compensation for service in multiple capacities for the same organization or group of related organizations must be aggregated.

XI. Executives Covered by This Policy

Executives of the ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC. include the Executive Director and any Officer receiving compensation.

XII. Procedures

The Board will approve the compensation of the Executive(s) of the ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC. before the actual amounts of compensation or increases in compensation are paid to the Executive(s). The approval of the Board will not include any individual who is receiving the compensation and are therefore conflicted in accordance with Section V of this policy and the Conflict of Interest Policy of ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC..

To establish a rebuttable presumption of reasonableness (meaning the burden of proof that the compensation is unreasonable is on the IRS), executive compensation will be based on comparability data. The Board may also factor into the compensation equation, the results of the annual evaluations of the Executive(s).

The Board and/or its Committees will adequately document the Executive compensation determination process as it happens by undertaking the following actions:

1. The comparable reports and any professional reports used to determine the compensation levels will be identified and recorded in the minutes of the meetings at which Executive compensation is discussed. The pertinent sections of the comparable data and any professional report relied upon will be attached to the minutes of the meetings at which Executive compensation is discussed.
2. The determination of how the compensation comparable data was obtained and reasons for using the selected data will be recorded in the minutes.
3. The minutes will record the Members who were present during the debate and the Board Members who voted for the Executive compensation action.
4. The terms of the approved transactions and the date of approval will be recorded in the minutes.

5. The actions of any member of the Board who receives compensation (who is conflicted) must be described in the minutes. The actions should be in accordance with the Conflict of Interest Policy of ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC. and section V of this policy.
6. The reasoning and basis of the Executive compensation decisions made by the Board and/or its committees must be described in the minutes.

XIII. Conflict of Interest

A voting member of the governing board who receives compensation, directly or indirectly, from ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC. for services is precluded from voting on matters pertaining to that member's compensation. Additionally, the conflicted member must excuse themselves from the discussion and from the meeting during the time of the debate and vote.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC. for services is precluded from voting on matters pertaining to that member's compensation. Additionally, the conflicted member must excuse themselves from the discussion and from the meeting during the time of the debate and vote.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC., either individually or collectively, is prohibited from providing information to any committee regarding compensation.

This policy was approved and adopted by the Board of ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC. on the 6th day of April, 2021.

/s/ Greg Brenan
Greg Brenan, Secretary

EXHIBIT “E”

ENDOWMENT POLICY

ARCHBISHOP RUMMELALUMNI ASSOCIATION SCHOLARSHIP ENDOWMENT FUND

The Board may make distributions from the Archbishop Rummel Alumni Association Scholarship Endowment Fund to students who are to receive tuition scholarships, either in full or partial payment of tuition needs. Distributions, collectively, shall not exceed five (5.0%) percent of the endowment fund's prior year-end balance. Distributions shall be paid from net income, first, and principal, second, where necessary, in such amounts and at such times as directed by the Board. Net income consists of dividends, interest, and realized capital gain distributions. Income earned over five (5.0%) percent of the fund's year-end balance is to be left in the endowment fund for growth.

Nominations for consideration may be made to the Board by the school principal or president of Archbishop Rummel High School. The factors to be considered in the awarding of scholarships from the Archbishop Rummel Alumni Association Scholarship Endowment Fund by the Board include:

- A) financial need of the student and family;
- B) sons of alumni;
- C) parents ability to contribute;
- D) scholastic achievement; and
- E) other factors determined by the board.

Distributions for a student's benefit shall be made to Archbishop Rummel High School pursuant to a written request to the endowment fund custodian by the president of the Archbishop Rummel Alumni Association, after students and their respective scholarship amounts have been determined by a vote of the Board.

EXHIBIT “F”

STATEMENT OF COMMITMENT

ARCHBISHOP RUMMEL ALUMNI ASSOCIATION
STATEMENT OF COMMITMENT

As a Board Member of ARCHBISHOP RUMMELALUMNI ASSOCIATION for the term of my service, I commit to the following:

- Prepare for and attend 9 out of 12 Board Meetings per year.
- Make a personally meaningful giving commitment or commitment of time to fundraising efforts and events of the Association.
- Recruit Alumni to the organization.
- Serve on the following Committee(s): _____ (Executive, Finance, Nominating, or Event).
- Represent the organization to the general public through my professional, personal, and social networks.
- Assist in membership, volunteer, and board member recruitment efforts.
- Provide assistance at scheduled events and activities.
- Accept my legal and fiduciary responsibility to the Board by staying informed about what is going on in the organization; maintaining confidentiality of Board discussions; asking questions and requesting information; reviewing tax return and financial information; participating in and taking responsibility for making decisions on issues, policies, and other Board matters.
- Act in the best interests of the organization and excusing myself from discussions where I have a conflict of interest.

Signed: _____

Date: _____