

The Eagle Foundation, Inc.

Bylaws

Effective: March 6, 2018

Amended: June 6, 2018

Amended: February 6, 2019

Amended: June 19, 2019

Amended: March 8, 2022

Amended: June 3, 2025

Amended: June 10, 2025

ARTICLE I: Name

The name of this Foundation shall be Eagle Legacy Foundation; hereinafter referred to in this document as the "Foundation."

ARTICLE II: Purpose

The Foundation is specifically organized and shall be operated for the benefit of and to support and carry out the purposes of Resurrection Catholic School (hereinafter, "RCS").

The Foundation is organized and shall be operated exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

All of the assets and earnings shall be used exclusively for the charitable and educational purposes hereinabove set out, including the payment of reasonable and necessary expenses incident thereto.

The purpose, including but not limited to, rights and powers, income distribution, and dissolution, is further explained in the Articles of Incorporation.

ARTICLE III: Offices

The principal office and initial mailing address of the Foundation shall be 520 Watts Ave. Pascagoula, MS 39567. The Foundation may have such other offices, as the Board of Directors may determine, or the affairs of the Foundation may require from time to time.

The initial registered agent shall be Elsa Jeanne McVea, Alumni Development Director for RCS. The registered office and registered agent may be changed from time to time by the Board of Directors.

ARTICLE IV: Members

There shall be no members or shareholders of the Foundation entitled to vote, and the policy and direction of the Foundation shall be managed exclusively by its Board of Directors.

ARTICLE V: Board of Directors

Section 1 – General Powers. The affairs of the Foundation shall be managed by its Board of Directors.

Section 2 – Number, Qualifications, and Term. The minimum number of Directors of the Foundation's board shall be five. The number of Directors may be increased or decreased at any time by a majority vote of the existing Board of Directors. The term of any Director shall be three years or until their death, removal, resignation, or incompetency.

Directors shall consist of representatives from two primary constituencies: representatives of RCS and Directors at large. The Directors shall be qualified according to the following method.

Representatives of RCS: The Director of Schools for Resurrection Catholic Schools (RCMHS and RCES); and Alumni Development Director, or Development/Advancement representative by another title shall be permanent members of the Board of Directors with full voting authority. These positions are ex-officio and will change from time to time when new personnel assume the identified post. These Directors may serve consecutive terms.

Lead Pastors of RCMHS and RCES: The lead pastor of RCMHS (Our Lady of Victories) and the lead pastor of RCES (Sacred Heart), shall be invited to be permanent members of the Board of Directors with full voting authority. These positions are ex-officio and will change from time to time when new personnel assume the identified post. The pastors may serve consecutive terms.

Representative(s) of the Diocese of Biloxi: Bishop Louis F. Kihneman, of the Diocese of Biloxi, shall be invited to be a permanent member of the Board of Directors with no voting authority. This position is ex-officio. This position is specific to Bishop Kihneman; a new Bishop will require a recommendation of appointment and final approval by the Board of Directors, by majority vote. Bishop Kihneman may serve consecutive terms.

Directors at Large: Initially, the President/Principal of RCS and Alumni Development Director shall appoint the "Founding" Directors. Once a Board of Directors has been established, the Directors shall recommend the appointment of new Directors and shall have final approval over the appointment of any Director at large, by majority vote. Re-appointment is permissible. Elections shall be held on a rolling cycle as terms expire.

Section 3 – Resignation. Any Director may resign by filing a written resignation with the Secretary. Such resignation shall be effective on the date specified therein.

Section 4 – Vacancies. Any vacancy on the Board of Directors shall be filled according to procedure outlined above regarding initial appointment to the Board of Directors.

Section 5 – Compensation. The Board of Directors shall serve on a volunteer basis and no compensation shall be authorized by the Foundation.

Section 6 – Removal of Directors. Any Director may be removed, with the exception of the seats held by representatives of RCS, with or without cause at any time. Removal requires a vote of at least two-thirds of the Directors at a special meeting called for that purpose. The resulting vacancy shall be filled in the manner provided in Section 4 of this Article V.

Section 7 – Annual Meetings. There shall be an annual meeting of the Board of Directors each year at a date and time determined by the Chair, and able to be attended by a majority of the Board of Directors. This meeting will be for the purpose of electing officers and for the transaction of such other business that may come before the meeting.

Section 8 – Regular and Special Meetings. Regular meetings of the Board of Directors may be held at such time and at such place as may from time to time be determined by the Board of Directors and, unless required by resolution of the Board of Directors, without notice. Special meetings of the Board of Directors may be called by the Chair or the President/Principal of RCS or a majority of the Directors then in office. Reasonable notice thereof stating the place, date and hour of the special meeting shall be given to each Director not less 24 hours before the date of the meeting. Notice by telephone, email or other form of electronic transmission shall be acceptable.

Section 9 – Place of Meetings. The Chair may designate any place as the place of meeting for any annual meeting, or for any regular or special meetings called by the Board of Directors. If no designation is made, or if a special meeting is otherwise called, the place of meeting shall be the principal office of the Foundation. However, if all Directors shall meet at any time and place, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 10 – Meeting by Means of Telephone Conference or Electronic Means. Unless otherwise provided by the Articles of Incorporation or these Bylaws, members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or such committee by means of a telephone conference, web conference, or similar communications equipment by means of which all persons participating in the meeting can hear or otherwise interact with each other, and participation in a meeting pursuant to this Section 10 shall constitute presence in person at such meeting.

Section 11 – Informal Action by Directors, Action by Consent. Any action required by law to be taken at a meeting of the Board of Directors may be taken without a meeting if written, electronically submitted

or otherwise, or verbal consent shall be given by a majority of the Directors entitled to vote with respect to the subject matter thereof.

Section 12 – Quorum. The Directors holding the majority of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If the quorum is not present at any meeting of Directors, a majority of Directors present may adjourn the meeting without further notice.

Section 13 – Proxies. At any meeting of Directors, a Director entitled to vote may vote by proxy executed in writing, or given orally by the member (or his/her duly authorized attorney-in-fact) for the particular meeting.

Section 14 – Manner of Acting. A majority of the votes entitled to be cast on a matter to be voted upon by the Directors present, or represented by proxy at a meeting at which a quorum is present, shall be necessary for the adoption of the matter unless a greater proportion is required by law, or by these Bylaws.

ARTICLE VI: Officers

Section 1 – Officers. The officers of the Foundation shall be the Chair, Vice Chair, Secretary and Treasurer, and other such officers as may be elected by the Board of Directors in accordance with the provisions of this Article VI. Each officer must be a member of the Board of Directors. These officers will have the authority and perform the duties prescribed from time to time by the Board of Directors.

Section 2 – Election and Term of Office. All officers of the Foundation shall be elected at the annual meeting by a two-thirds vote of the Board of Directors and shall serve for a term of one year. Each officer shall hold office until his successor shall have been duly elected and qualified. Nominations for officers shall be given to the President/Principal of RCS and the Chair at least two weeks prior to the annual meeting. Re-election is permissible.

Section 3 – Removal. Any officer elected or appointed by the Board of Directors may be removed by two-thirds vote or consent of the Board of Directors. Such removal shall be done without prejudice of the rights of the officer removed.

Section 4 – Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5 – Resignation. Any officer may resign his/her position by delivering written notice of resignation to the Secretary. Such resignation shall be effective on the date provided therein.

ARTICLE VII: Officer Responsibilities

Section 1 – Chair. The Chair shall preside at all meetings of the Board of Directors. The Chair shall possess the power to sign all contracts, certificates, and other instruments of the Foundation which may be authorized by the Board of Directors. Any such contract, certificate, or other instrument must be co-

signed by either the President/Principal of RCS or the Vice-Chair in order to bind the Foundation. The Chair shall also perform such other duties and may exercise such other powers as from time to time may be assigned to him by these Bylaws or the Board of Directors.

Section 2 – Vice Chair. In absence of the Chair, or in the event of his or her inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of, and be subject to, all the restrictions upon the Chair. The Vice Chair shall oversee all committees and sub-committees as designated by the Board of Directors. Any Vice Chair shall perform other such duties as from time to time may be assigned to him by the Chair or the Board of Directors.

Section 3 – Treasurer. The Treasurer shall keep, or delegate and oversee the keeping of, full and accurate accounts of the receipts and disbursements in books belonging to the Foundation, and shall deposit or delegate and oversee the depositing of, all monies and other valuable effects in the name of and to the credit of the Foundation in such banks and depositories as may be designated by the Board of Directors, but shall not be personally liable for the safekeeping of any funds or securities so deposited pursuant to the order of the Board of Directors. The Treasurer shall disburse, or delegate and oversee the disbursement of, the funds of the Foundation as may be ordered by the Board of Directors in furtherance of the specific purpose and mission of the Foundation and shall render to, or delegate and oversee the rendering to, the Chair and Board of Directors at the regular meeting of the Board of Directors, and, wherever they may be required, accounts of all of his/her transactions as Treasurer and of the financial condition of the Foundation. The Treasurer shall perform other such duties as from time to time may be assigned to him by the Chair or the Board of Directors.

Section 4 – Secretary. The Secretary of the Foundation shall keep the minutes of meetings of the Board of Directors in one or more books provided for that service. The Secretary is the custodian of the corporate records. The Secretary shall keep a register of the mailing address of each Director, which shall be furnished by the Director. The Secretary shall give, or cause to be given, notice of meetings by the Board of Directors when notice is required to be given under these Bylaws or by any resolution of the Board of Directors. The Secretary shall have custody of the seal for all authorized documents requiring a seal. In general, the Secretary shall perform all the duties incident to the office of the Secretary and also other such duties as from time to time may be assigned to him by the Chair or the Board of Directors.

Section 5 – Delegating Power. In case of the absence of any officer of the Foundation, or for any other reason that may seem sufficient to the board, the Board of Directors may delegate his duties and powers, for the time being, to any other officer.

ARTICLE VIII: Committees

The Board of Directors, by resolution, adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Foundation, except that no committee shall have the authority of the Board of Directors in reference to amending, altering or replacing the Bylaws; electing, appointing, or removing any member of such committee, or any Director or officer of the Foundation; amending the Articles of Incorporation; restating Articles of Incorporation; adopting a plan of merger or adopting a plan of

consolidation with another entity, or revoking proceedings thereof; adopting a plan for the distribution of assets of the Foundation; entering into, rescinding, renewing or assigning any contract; or amending, altering, or repealing any resolution of the Board of Directors.

ARTICLE IX – Books and Records

The Foundation shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of meetings of the Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the Directors entitled to vote. All books and records of the Foundation may be made available upon request and at the discretion of the Board of Directors of the Foundation.

ARTICLE X – Fiscal Year

The fiscal year of the Foundation shall coincide with the fiscal year of RCS, and shall begin on the first day of July and end on the thirtieth day of June in each year.

ARTICLE XI – Indemnification

The Foundation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he or she is or was a Director, officer, employee or agent of the Foundation against expenses (including attorney fees), judgement, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such, action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Foundation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. Such determination shall be made (i) by a majority vote of the Directors who are not parties to such action, suit or proceeding, even though less than a quorum, or (ii) by a committee of such Directors designated by majority vote of such Directors, even though less than a quorum, or (iii) if there are no such Directors, or if such Directors so direct, or by independent legal counsel in a written opinion.

ARTICLE XII – Confidentiality

All information relating to the operation and governance of the Foundation is confidential, including but not limited to: all donor information; information provided by contracted third-parties and vendors such as attorneys, accountants, financial advisors, employees, affiliated organizations; or information provided by RCS, its Directors, officers, members, agents, employees, or representatives. The Principal(s) of RCS, Directors, officers and their respective agents and representatives ("Disclosing Party") shall not disclose confidential information to any third party absent express authorization provided in writing by the Chair of the Board of Directors to make such disclosure.

ARTICLE XIII – Amendments to Bylaws

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a two-thirds majority of the Directors present at any regular meeting, or at any special meeting, if at least two days written notice is given of intention to alter, amend, or repeal, or to adopt new Bylaws at such meeting.

Adopted and recorded in the minutes: This _____ day of, _____, 2025

Date of Incorporation: March 5, 2018