

# **BYLAWS OF WALLA WALLA CATHOLIC SCHOOLS**

## **I. PURPOSES**

**1.1 Entity.** Walla Walla Catholic Schools is a Washington nonprofit corporation, a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code") and a public charity under Section 509(a)(1) of the Code.

**1.2 Purposes.** Walla Walla Catholic Schools is established to carry out the teaching ministry of the Catholic Church in the Walla Walla, Washington, community. As such, the religious and educational work of the ministry shall at all times be conducted in accordance with the teachings and laws of the Roman Catholic Church and the policies of the Diocese of Spokane pertaining to Catholic schools.

This Board of Directors shall have as its primary concern the ministry of Catholic school education and shall concern itself with planning and policy issues pertaining to the general excellence of Catholic education at the Walla Walla Catholic Schools.

**1.3 Mission.** The Walla Walla Catholic Schools are a ministry established by the three Catholic parishes in Walla Walla to provide a Christian-based education for pre-school through high school aged children regardless of religious affiliation. Providing an "Education for Life" by educating the whole person, spiritually, academically, physically and socially, the Walla Walla Catholic Schools foster the values of faith, hope, charity and justice.

## **II. REGISTERED OFFICE/REGISTERED AGENT**

**2.1 Registered Office.** The address of the registered office of Walla Walla Catholic Schools is:

919 E. Sumach  
Walla Walla WA 99362

Walla Walla Catholic Schools may change the address of its registered office and may establish such other offices as may from time to time be determined necessary by its Board of Directors.

**2.2 Registered Agent.** The registered agent shall be designated by the Board of Directors.

## **III. NO MEMBERS**

Walla Walla Catholic Schools shall have no members and shall exist as a nonmembership corporation under the laws of the State of Washington.

## IV. BOARD OF DIRECTORS

**4.1 Number and Qualifications.** The management of all the affairs, properly and interests of Walla Walla Catholic Schools shall be vested in the Board of Directors. The Board of Directors shall be comprised of not less than seven (7) and no more than twenty-one (21) individuals including the Canonical Administrator described in Article VI below. No more than forty percent (40%) of the Directors should be parents of students who are then enrolled in the Walla Walla Catholic Schools. Each of the acting Pastors or Pastoral Ministers of Assumption, St. Patrick and St. Francis Parishes in Walla Walla may, at such Pastor's or Pastoral Minister's option, serve as a Director of Walla Walla Catholic Schools.

**4.2 Election and Term of Office.** Except for the Canonical Administrator and the Pastors and Pastoral Ministers, the Directors shall be elected by majority vote of the Board of Directors. Except as provided below, the standard term of office of an elected Director shall commence on the 1st day of July and shall continue for three (3) years, renewable one time provided that the Director's name is submitted for reelection and approved by majority vote of the Board of Directors. After a three year absence from service on the Board, an individual shall be eligible to serve again on the Board. A Director elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor. The Board of Directors may depart from the standard three (3) year term and designate a different shorter term for a Director if necessary to create staggered terms. The appointment and term of office of the Canonical Administrator shall be as set forth in Article VI below.

### **4.3 Powers of Directors.**

**4.3.1 General.** The Board of Directors shall manage the entire business and affairs of Walla Walla Catholic Schools. The Board of Directors may exercise all corporate powers of Walla Walla Catholic Schools and may perform all lawful acts to the fullest extent permitted by law.

**4.3.2 Contracts.** The Board of Directors may authorize an officer or agent to enter into contracts and to execute and deliver instruments in the name of, and on behalf of, Walla Walla Catholic Schools and such authority may be general or may be confined to the specific instance. Unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind Walla Walla Catholic Schools by any contract or engagement, to pledge its credit or to render it liable pecuniarily for any purpose and to any amount.

**4.3.3 Board Committees.** The Board of Directors may by resolution establish one or more standing or temporary committees, each of which committee shall include at least one Director as a member, together with such other individuals as the Board of Directors determines to be appropriate. The chairpersons of Board committees shall be appointed by the Board after consultation with the committee members. The Executive Committee shall be a Board committee consisting only of the officers of Walla Walla Catholic Schools Board of Directors and such other Directors as are appointed by the

Board of Directors. The Executive Committee shall be chaired by and shall meet on the call of the Chairperson of the Board of Directors.

**4.3.4 Consultants.** The Board of Directors may invite additional individuals with expertise in a pertinent area to meet with and assist the Board. Such consultants shall not vote or be counted in determining the existence of a quorum and may be excluded from any executive session of the Board by vote of the Directors.

**4.3.5 Exclusions.** Employees of the schools and their spouses may not serve on the Board except as in a non-voting capacity. The Board may, at its discretion, approve an ex officio, non-voting Faculty member that has been voted by faculty of WWCS.

**4.3.6 Compensation.** No Director shall receive any compensation for his or her services as Director.

#### **4.4 Time, Place, and Notice of Director' Meetings.**

**4.4.1 Regular Meetings.** Regular meetings of the Board of Directors shall be held at such places and at such times as the Board of Directors may determine and, if so determined, no notice thereof need be given.

**4.4.2 Special Meetings.** Special meetings of the Board of Directors may be held at any time or place whenever called by any officer or two (2) or more Directors, notice thereof being given to each Director by the officer calling the meeting or by the Secretary of Walla Walla Catholic Schools.

**4.4.3 Notice.** Notice of special meetings of the Board of Directors stating the date, time and place thereof shall be given at least two (2) days prior to the date of the meeting. Such notice may be oral or written. Oral notice may be communicated in person or by telephone, wire or wireless equipment which does not transmit a facsimile of the notice. Oral notice is effective when communicated. Written notice may be transmitted by mail, by private carrier or by personal delivery, by electronic mail, by telephone or by wire or wireless equipment which transmits a facsimile of the notice. Written notice is effective at the earliest of the following: (a) when dispatched if notice is sent to the Director's address, telephone number or other number appearing upon the records of Walla Walla Catholic Schools; or (b) when received; or (c) five (5) days after its deposit in the U.S. mail if mailed with first-class postage; or (d) on the date shown on the return receipt if sent by registered or certified mail, return receipt requested, if the receipt is signed by or on behalf of the addressee.

**4.4.4 Waiver of Notice.** A Director may waive any notice required to be given by these Bylaws or by Washington law. A waiver is valid when given in writing and signed by the person or persons entitled to such notice, whether before or after the time stated therein.

**4.4.5 Conference Telephone.** Meetings of the Board of Directors or any committee designated by the Board of Directors may be effectuated by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at such meetings.

**4.5 Quorum of Directors.** A simple majority (greater than 50%) of the members of the Board of Directors shall constitute a quorum for the transaction of business. When a quorum is present at any meeting, a simple majority of the Directors present shall decide any question brought before such meeting, except as otherwise provided by law, by the Articles of Incorporation or by the Bylaws of Walla Walla Catholic Schools.

**4.6 Voting.** Each Director shall possess one (1) vote in matters coming before the Board of Directors. All voting at meetings of the Board of Directors shall be by each Director in person, whether by telephone or otherwise, and voting by proxy shall not be allowed.

**4.7 Rules of Order.** To the extent possible, the Board shall reach a consensus on all actions. When necessary, parliamentary rules may be employed using Robert's Rules of Order (latest copyright) as a guide. The chairperson shall appoint a parliamentarian when appropriate.

**4.8 Policy Issues.** Decisions regarding policy matters and other major issues shall not ordinarily be voted upon at the meeting at which such matters or issues are first presented. Discussion and consultation should take place after initial presentation and voting should take place no sooner than at the next meeting of the Board. Provided, however, if a majority of the Board members determines that action is necessary at the meeting at which the policy or issue is first presented, then a vote can take place at that meeting.

**4.9 Policy Records and Communication.** All policies shall be recorded in writing as formulated by the Board. Inclusion of policies within Board minutes is essential, but not sufficient. In addition, all policies shall be maintained in a systematic manner to facilitate easy and frequent reference. The Board Secretary shall hold the primary responsibility for the record of current policies.

**4.10 Presumption of Assent.** A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless:

- a) The Director's dissent or abstention shall be entered in the minutes of the meeting; or
- b) The Director shall file his or her written dissent or abstention to such action with the acting Secretary of the meeting before the adjournment thereof or shall forward such dissenter abstention to the Secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

**4.11 Action Without Meeting.** Any action required or permitted to be taken at a meeting of the Directors, or of a committee thereof, may be taken without a meeting by a written consent setting forth the action so to be taken, signed by all of the Directors, or all of the

members of the committee, as the case may be, before such action is taken. Such consent shall have the same effect as a unanimous vote. Any such action may also be ratified after it has been taken, either at a meeting of the Directors or by unanimous written consent.

#### **4.12 Resignation and Removal.**

**4.12.1 Resignation.** Any Director may resign at any time by giving written notice to the Board of Directors or the President or Secretary. Any such resignation is effective when the notice is delivered, unless the notice specifies a later date.

**4.12.2 Removal.** Any Director other than the Canonical Administrator may be removed, with or without cause, by majority vote of the Board of Directors.

**4.13 Access to meeting.** The meetings of the Board and meetings of committees of the Board, including a committee of the whole Board, shall be held on regular meeting dates and shall be open to the public, except when the subject matter under consideration involves:

- a) the security of the personal property of the Board;
- b) the disclosure of intimate, personal or financial information of a member of the Board or committee, an employee or prospective employee of the Board or a pupil or his/her parent or guardian;
- c) the acquisition or disposal of a school site;
- d) discussions regarding negotiations with employees of the Board; or
- e) litigation or possible litigation affecting the Board.

### **V. OFFICERS**

**5.1 Positions.** The officers of Walla Walla Catholic Schools shall consist of a Chairperson, a Vice Chairperson, a Secretary, a Treasurer, and the Canonical Administrator. All officers shall be members of the Board of Directors.

**5.2 Appointment and Term of Office.** The officers shall be elected annually by the Board of Directors. Each officer shall hold office until a successor has been elected or appointed and qualified, until that officer's death or until that officer has resigned or has been removed in the manner hereafter provided.

**5.3 Powers and Duties.** The officers shall have the following powers and duties:

**5.3.1 Chairperson.** The Chairperson shall preside at all meetings of the Board of Directors and shall make reports to the Board of Directors and shall perform all such duties as are incident to his or her office or as are required by the Board of Directors including, without limitation, coordinating all Board matters, providing leadership in formulating, developing and evaluating corporate policies and goals and approving the agenda for Board meetings.

**5.3.2 Vice Chairperson.** During the absence or disability of the Chairperson, the Vice Chairperson shall exercise all functions of the Chairperson. The Vice Chairperson shall have such powers and shall discharge such duties as may be assigned from time to time to the Vice Chairperson by the Chairperson or by the Board of Directors.

**5.3.3 Secretary.** The Secretary shall keep accurate minutes of all meetings of the Board of Directors, shall perform all the duties commonly incident to that office and shall perform such other duties and have such other powers as the Board of Directors shall designate.

**5.3.4 Treasurer.** The Treasurer shall perform such duties and have such powers as the Board of Directors shall designate.

**5.3.5 Other Officers.** The Board of Directors may appoint such other officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

**5.4 Delegation.** If any officer is absent or unable to act and no other person is authorized to act in such officer's place by the provision of these Bylaws, the Board of Directors may from time to time delegate the powers or duties of such officer or to any other officer or any Director or any other person it may select.

**5.5 Resignation or Removal.** Any officer may resign at any time by giving written notice to the Board of Directors or to any officer. Any such resignation is effective when the notice is delivered unless the notice specifies a later date. The Board of Directors may remove from office any officer or agent appointed by it with majority vote of the Board of Directors.

**5.6 Vacancies.** If the office of any officer or agent becomes vacant by any reason, the Board of Directors may choose a successor or successors who shall hold office for the unexpired term.

## **VI. CANONICAL ADMINISTRATOR**

**6.1 Purpose.** The Canonical Administrator shall serve as the primary link between the Walla Walla Catholic Schools and the Bishop of Spokane. It shall be the obligation of the Board of Directors, in consultation with the Canonical Administrator, to see to it that Walla Walla Catholic Schools acts in conformity with Canon Law and, in particular, with the following Canons:

### **Canon 803**

A Catholic school is understood to be one which is under the control of competent ecclesiastical authority or of a public ecclesiastical juridical person, or one which in a written document is acknowledged as Catholic by the ecclesiastical authority.



Formation and education in a Catholic school must be based on the principles of Catholic doctrine, and the teachers must be outstanding in true doctrine and uprightness of life.

No school, even if it is Catholic, may bear the title, "Catholic school" except by the consent of the competent ecclesiastical authority.

#### **Canon 806**

The Diocesan Bishop has the right to watch over and inspect the Catholic school situated in his territory, even those established or directed by members of religious institutes. He has also the right to issue directives concerning the general regulation of Catholic schools; these directives apply also to schools conducted by members of a religious institute, although they retain their autonomy in the internal management of their schools.

Those who are in charge of Catholic schools are to ensure, under the supervision of the local Ordinary, that the formation given in them is, in its academic standards, at least as outstanding as that in other schools in the area.

**6.2 Appointment and term.** The Canonical Administrator shall be appointed by the Bishop of the Diocese of Spokane and shall serve as an ex officio member and officer of the Board of Directors. The Canonical Administrator shall hold office until a successor has been appointed and qualified.

**6.3 Duties.** The Canonical Administrator's duties shall include the following:

a) The Canonical Administrator shall ensure that Walla Walla Catholic Schools are acting in conformity with the above referenced Canons and the applicable policies and procedures of the Diocese of Spokane.

b) In the event that a bona fide dispute arises between the Catholic Bishop of Spokane or his designees and Walla Walla Catholic Schools regarding whether or not the above referenced Canons and the applicable policies and procedures of the Diocese of Spokane are being followed or in the event that any other bona fide dispute arises between such parties which cannot be resolved by appropriate dialogue and negotiation, then the Canonical Administrator shall be obligated to facilitate the implementation of the dispute resolution provisions and the grievance procedures that are set forth in the Due Process Policy and Procedure of the Diocese of Spokane and in the policies and procedures of Walla Walla Catholic Schools.

c) The Canonical Administrator shall serve as the liaison between the Catholic Bishop of Spokane and his designees and Walla Walla Catholic Schools with respect to any disputes arising between the Bishop of Spokane or his designees and Walla Walla Catholic Schools.

### **VII.**

#### **PRESIDENT OF WALLA WALLA CATHOLIC SCHOOLS**

**7.1 Purpose.** The Board of Directors may request the Bishop appoint a President/Priest of the Walla Walla Catholic Schools who shall be responsible for the administration and conduct of the business and affairs of Walla Walla Catholic Schools pursuant to guidelines established by the Board of Directors. The Board may, in consultation with the Bishop, remove the President by unanimous vote of its members.

**7.2 Duties.** The President's duties shall include such duties as are from time to time delegated to the President by the Board of Directors.

## **VIII. INDEMNIFICATION**

Walla Walla Catholic Schools shall indemnify its Directors, officers, employees and agents to the greatest extent permitted by law. Walla Walla Catholic Schools shall have the authority to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of Walla Walla Catholic Schools against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not Walla Walla Catholic Schools would have the power to indemnify such person against such liability under the provisions of this Article.

## **IX. FISCAL YEAR/ DEPOSITORIES**

**9.1 Fiscal Year.** The fiscal year of Walla Walla Catholic Schools shall end at midnight on the 30th day of June of each year.

**9.2 Depositories.** The monies of Walla Walla Catholic Schools shall be deposited in the name of Walla Walla Catholic Schools in such banks or trust companies or brokerage firms or other financial institutions as the Board of Directors shall designate and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board of Directors.

## **X. EXEMPT ACTIVITIES**

**10.1 General.** Notwithstanding any other provision of these Bylaws, no Director, officer, employee or representative of Walla Walla Catholic Schools shall take any action or carry on any activity, by or on behalf of Walla Walla Catholic Schools, that is not permitted to be taken or carried on without penalty by an organization exempt from taxation, by a Washington nonprofit corporation or by an organization whose contributions are deductible under federal income tax laws as they now exist or as they should hereafter be amended.

**10.2 Director Responsibility.** Each Director shall act at all times in the best interest of Walla Walla Catholic Schools and not in his or her own interest or in the interest of another entity or person. Each Director shall exercise his or her power in such manner as not to disqualify Walla Walla Catholic Schools from federal income tax exemption as a qualified charitable organization or from classification as a public charity.



**10.3 Dissolution.** The dissolution of Walla Walla Catholic Schools shall occur only upon at least a two-thirds (2/3) vote of the Board of Directors. In the event of a dissolution of Walla Walla Catholic Schools, all of its property, both real and personal, of whatever nature and wheresoever located, shall be distributed in accordance with the Articles of Incorporation of Walla Walla Catholic Schools and any Amendments thereto.

## **XI. CONTRIBUTIONS TO WALLA WALLA CATHOLIC SCHOOLS**

**11.1 Method.** Donors may make donations to Walla Walla Catholic Schools by naming or otherwise identifying Walla Walla Catholic Schools, whether or not an agent or custodian is designated to have custody of the property contributed. Donations shall vest in Walla Walla Catholic Schools upon receipt and acceptance by it as evidenced in writing by an authorized officer of Walla Walla Catholic Schools. Walla Walla Catholic Schools may enter into agreements with agents or custodians having custody of the funds of Walla Walla Catholic Schools, specifying additional terms of such custody. Except as set forth in 11.2 below, Walla Walla Catholic Schools shall hold all titled assets in the name of Walla Walla Catholic Schools and shall invest, manage and distribute such property as directed by the Board of Directors.

**11.2 Conveyances to Walla Walla Catholic Schools Endowment Association Allowed.** The Board of Directors may convey assets to the Walla Walla Catholic Schools Endowment Association if, in its discretion, the Board of Directors determines that such a conveyance will better serve the long term interests of Walla Walla Catholic Schools.

**11.3 Contributions Tax Deductible.** Contributions made to Walla Walla Catholic Schools are tax-deductible under Sections 170(c), 2055(a) and 2522(a) of the Code.

**11.4 Refusal to Accept Gifts.** The Board of Directors in its discretion may refuse to accept any gift to Walla Walla Catholic Schools for any reason deemed sufficient by the Board of Directors.

**11.5 Donor Restrictions.** Any donor may, with respect to a donation made by such donor to Walla Walla Catholic Schools and at the time of the donation, provide restrictions or conditions regarding the purposes and/or use of the donated asset(s) which are not inconsistent with the charitable purposes of Walla Walla Catholic Schools or the provisions in the Articles of Incorporation or Bylaws of Walla Walla Catholic Schools. Except as otherwise set forth herein, if such donation is accepted by Walla Walla Catholic Schools, all such restrictions or conditions imposed by the donor shall be followed.

**11.6 Presumptions as to Donor's Intent.** Each gift to a fund of Walla Walla Catholic Schools shall be presumed to be intended (i) to be used only for exempt purposes; (ii) to be available, in whole or part, for current expenditure at the discretion of the Board of Directors in fulfillment of its exempt purposes of Walla Walla Catholic Schools; (iii) to be used only for such purposes and in such manner as not to disqualify the gift or fund from deduction as a charitable contribution, gift or bequest in computing any federal income, gift or estate tax of the donor or estate; and (iv) not to disqualify Walla Walla Catholic Schools from exemption from federal

income tax as a qualified charitable organization or from classification as a public charity. If a restriction or condition by the donor, if followed, results in use contrary to the intent so presumed, or if the Board of Directors is advised by legal counsel that there is a substantial risk of such result, the restriction or condition shall not be followed and instead shall be varied by the Board of Directors so far as necessary to avoid such result, except if the donor has clearly stated that compliance with the restriction or condition is a condition of the gift, then the gift shall not be accepted in case of such advice unless an appropriate judicial or administrative body first determines that the condition and restriction need not be followed.

**11.7 Variance.** Whenever the Board of Directors determines that conditions or circumstances have so changed since the restriction or condition was imposed by the donor as to the purpose, manner of distribution or use of the donated asset(s) that literal compliance with the restriction or condition is, in effect, unnecessary, incapable of fulfillment, impracticable or impossible or the restriction or condition is inconsistent with the charitable needs of the Walla Walla Catholic Schools, the Board of Directors may order such variance from or modification of the restriction or condition as will, in the judgment of the Board of Directors, more effectively serve the educational, religious or charitable purposes of Walla Walla Catholic Schools.

## **XII. CONFLICTS OF INTEREST**

**12.1 Definitions.** A conflict of interest arises when any "Responsible Person" or any "Party Related to a Responsible Person" has an "Interest Adverse to Walla Walla Catholic Schools." A Responsible Person is any individual in a position to exercise substantial influence over the affairs of Walla Walla Catholic Schools, and specifically includes, without limitation, Directors and officers of Walla Walla Catholic Schools and the chairperson and members of any committee making recommendations or decisions on behalf of Walla Walla Catholic Schools. A Party Related to a Responsible Person includes his or her extended family (including spouse, ancestors, descendants and sibling, and their respective spouses and descendants), an estate or trust in which the Responsible Person or any member of his or her extended family has a beneficial interest or a fiduciary responsibility, or an entity in which the Responsible Person or any member of his or her extended family is a Director, officer or employee or has a financial interest. An "Interest Adverse to Walla Walla Catholic Schools" includes any interest in any contract, transaction or other financial relationship with Walla Walla Catholic Schools, and any interest in an entity whose best interests may be impaired by the best interests of Walla Walla Catholic Schools including, without limitation, an entity providing any goods or services to or receiving any goods or services from Walla Walla Catholic Schools, an entity in which Walla Walla Catholic Schools has any business or financial interest, and an entity providing goods or services or performing activities similar to the goods or services or activities of Walla Walla Catholic Schools.

**12.2 Disclosure.** If a Responsible Person is aware that Walla Walla Catholic Schools is about to enter into any transaction or make any decision involving a conflict of interest (a "Conflicting Interest Transaction") such person shall: (i) immediately inform those charged with approving the Conflicting Interest Transaction on behalf of Walla Walla Catholic Schools of the interest or position of such person or any party related to such person; (ii) aid the persons

charged with making the decision by disclosing any material facts within the Responsible Person's knowledge that bear on the advisability of Walla Walla Catholic Schools entering into the Conflicting Interest Transaction; and (iii) not be entitled to vote on the decision to enter into such transaction.

**12.3 Approval of Conflicting Interest Transactions.** Walla Walla Catholic Schools may enter into a Conflicting Interest Transaction provided the material facts as to the Responsible Person's relationship or interest and as to the Conflicting Interest Transaction are disclosed or are known to the Board of Directors or to a committee of Walla Walla Catholic Schools that authorizes, approves or ratifies the Conflicting Interest Transaction, and the Board of Directors in good faith authorizes, approves or ratifies the Conflicting Interest Transaction by the affirmative vote of a majority of the disinterested Directors on the Board, even though the disinterested Directors are less than a quorum.

### **XIII. BOOKS AND RECORDS**

Walla Walla Catholic Schools shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and shall keep at its registered office or principal place of business a record of its Directors, giving the names and addresses of all Directors.

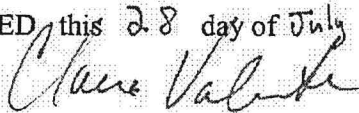
### **XIV. AMENDMENTS OF BYLAWS**

These Bylaws may be amended, repealed or restated by majority vote of the Board of Directors. The Bylaws may contain any provision for the regulation and management of the affairs of Walla Walla Catholic Schools that is not inconsistent with its Articles of Incorporation or applicable laws.

The undersigned, Chairman of the Board of Directors of Walla Walla Catholic Schools, does hereby certify that the above and foregoing Bylaws of Walla Walla Catholic Schools were duly adopted and that the same now constitutes the Bylaws of Walla Walla Catholic Schools.

DATED this 28 day of July 2017

By



CLAIRE VALENTE

CHAIR, BOARD OF DIRECTORS, WALLA WALLA CATHOLIC SCHOOLS

### **THESE BYLAWS ARE HEREBY APPROVED AND ACCEPTED**



FR. MATTHEW NICKS,

CANONICAL ADMINISTRATOR, WALLA WALLA CATHOLIC SCHOOLS