

**Amended and Restated
By-Laws of
The Diocese of Davenport**

ARTICLE I

Offices

The principal office of the Corporation in the State of Iowa shall be located in the City of Davenport, County of Scott. The Corporation may have such other offices as the Board of Directors may designate or as the affairs of the Corporation may require from time to time.

The registered office of the Corporation may be, but need not be, identical to the principal office in the State of Iowa, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

Purposes

The purposes and objects for which the Corporation is organized and the powers of the Corporation shall be:

1. To operate exclusively for religious, charitable, and educational purposes, as a nonprofit Corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law, with all of its activities so conducted. The operation of the Corporation shall be conducted in compliance with the objectives and philosophy of the Diocese of Davenport of the Roman Catholic Church; and
2. To possess and exercise all of the rights, powers and privileges now or hereafter conferred upon non-profit corporations under the Revised Iowa Non-Profit Act, Section 504 of the Code of Iowa (2011), as amended from time to time.

ARTICLE III

Limitations

1. The Corporation shall be operated exclusively for those purposes allowed an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or the corresponding provisions of any future United States Internal Revenue Tax Law.

2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

3. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

4. Notwithstanding any other provisions of these By-Laws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law).

ARTICLE IV

Board of Directors

Section 1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications. The Board of Directors shall initially be five (5). Directors must be residents of the Diocese of Davenport.

Section 3. Method of Appointment. The Board of Directors of the Corporation shall consist of the Roman Catholic Bishop of the Diocese of Davenport (the "Bishop") as Chairman of the Board, the Vicars General of said Diocese, the Chancellor of said Diocese, and two laypersons appointed by the Bishop. These two laypersons, by appointment to the Board of Directors, shall serve for a term of three years and shall be ex officio members of the Finance Council of the Diocese of Davenport.

Any vacancies of laypersons occurring in the Board of Directors shall be promptly filled pursuant to the above procedure. A director thus appointed shall hold office for the duration of his or her predecessor's unexpired term and may be reappointed subject to this Section 3 hereof.

Section 4. Regular Meetings. A regular meeting of the Board of Directors shall be held in August. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Iowa, for the holding of additional regular meetings without other notice than such resolution. (Meetings may be conducted by conference telephone or similar communications equipment provided that all persons participating in such meeting shall be able to hear each other.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Iowa, as the place for holding any special meeting of the Board of Directors called by them. Meetings may be conducted by conference telephone or similar communications equipment provided that all persons participating in such meeting shall be able to hear each other.

Section 6. Notice. Notice of any special meeting shall be given at least 48 hours previous thereto by written or oral notice delivered or telephoned to each director at his or her business address. A record of the delivery of notice shall be made at the meeting for which the notice was given. Alternatively, notice may be given by mail, posted at least two days previous to the meeting, addressed to each director's business address and with postage prepaid. Any director may serve notice of any meeting and the attendance of a director at a meeting shall constitute his waiver of notice thereof. Neither the business to be transacted at any meeting, nor the purpose thereof, need be specified in the notice or waiver of notice of such meeting. Members of the Board of Directors may waive notice of meetings and other formalities in writing.

Section 7. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 8. Quorum. A majority of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but 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.

Section 9. Manner of Acting. Except as set forth herein, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 10. Informal Action by Directors. Any action required to be taken at a meeting of the directors, or any other action which may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

Section 11. Powers. Except as provided herein, the Board of Directors shall exercise all powers of the Corporation.

Section 12. Compensation. Directors shall not receive any stated compensation for their services as director.

Section 13. Removal. The Bishop may remove any director, with or without cause, at any time by written notice of such removal mailed to the Registered Agent of the Corporation with a copy thereof to the director who is removed.

ARTICLE V

Officers

Section 1. Number. The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and assistant officers if deemed necessary by the Bishop. The Bishop, or the Administrator of the Diocese of Davenport if the See is vacant, shall be the President of the Corporation. The Vicar General shall be the Vice President of the Corporation. All other officers may be elected by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. President. The president shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the affairs of the Corporation. He shall, when present, preside at all meetings of the members and of the Board of Directors. He may sign, with the secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

Section 3. The Vice President. In the absence of the president the vice president shall perform such duties as from time to time may be assigned to him by the President.

Section 4. The Secretary. The secretary shall: (a) keep the minutes of the members, and of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of all Corporation records; (d) keep a register of the post office address of each member which shall be furnished to the secretary by such member; and (e) 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.

Section 5. The Treasurer. The Treasurer shall in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned or requested of him by the President or by the Board of Directors.

ARTICLE VI

Dissolution

The Corporation may be dissolved only by a majority vote of the directors, with the consent of the Bishop. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation, in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(3)(c) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law), as the Bishop shall determine in accordance with the Code of Canon Law.

ARTICLE VII

Real Estate

No real estate belonging to this Corporation shall be sold, mortgaged, encumbered or disposed of in any way without a majority vote of the Board of Directors, with the consent of the Bishop.

ARTICLE VIII

Contracts, Loans, Checks and Deposits

Section 1. Contracts. Subject to the Articles of Incorporation and Canon Law, the Bishop shall have the authority within the ordinary course of business of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

Section 2. Loans. Subject to the Articles of Incorporation and Canon Law, the president and the secretary shall enter into any loan agreement or execute and deliver any loan documents in the name of and on behalf of the Corporation.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5. Fiscal Year. The fiscal year of the Corporation shall end on June 30.

ARTICLE IX

Seal

The Corporation shall have a corporate seal.

ARTICLE X

Liability

The directors and officers of the Corporation shall not be individually liable for the debts or obligations of the Corporation and the property of the directors and officers shall be wholly exempt from liability for any and all debts, liabilities and obligations of this Corporation.

ARTICLE XI

Indemnification

This Corporation shall indemnify any present or former director, officer, employee, member or volunteer of this Corporation, and each such person who is serving or who has served at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, fines, settlements and reasonable expenses, actually incurred by such person relating to such conduct as a director, officer, employee, member or volunteer of this Corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required, by this sentence shall not apply: (i) to a breach of the duty of loyalty to the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law; or (iii) for a transaction from which such person derived an improper personal benefit.

ARTICLE XII

Committees

The Board of Directors may appoint such committees as it deems desirable to assist it in its duties, which committees may, in the discretion of the Board, contain members who are not members of the Board of Directors

ARTICLE XIII

Administrator

All the power given by these By-Laws to the Bishop shall be had and exercised by the Administrator during such times as the Administrator may be in charge of the Diocese of Davenport, Iowa.

ARTICLE XIV

Amendments

These By-Laws and the Articles of Incorporation of the Corporation may be altered, amended, or repealed, and new By-Laws and/or Articles adopted by two thirds vote at any regular or special meeting of the Board of Director after consent of the Bishop.

Approved May 6, 2011