

BY-LAWS
OF
CATHOLIC FOUNDATION FOR 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 its 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, Iowa, and the Code of Canon Law;

2. To promote the strength and growth of the Diocese of Davenport and its entities; and

3. As limited above, to possess and exercise all of the rights, powers and privileges now or hereafter conferred upon non-profit corporations by Section 504 of the Code of Iowa (2007), as amended from time to time.

ARTICLE III

Limitations

The Corporation shall be subject to the following limitations and conditions:

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 Articles, 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 in accordance with the teachings of the Roman Catholic Church and the Code of Canon Law, as well as applicable civil law.

Section 2. Removal. The Bishop of the Diocese of Davenport, Iowa 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.

Section 3. Method of Appointment. The Bishop and the Vicar General of the Diocese of Davenport, Iowa shall serve as voting *ex officio* members of the Board of Directors. In addition to the above-mentioned *ex officio* voting directors, the Board of Directors shall be comprised of no less than eight and no more than eleven directors the majority of whom will be lay parishioners in good standing with the Diocese of Davenport and will ordinarily include a representative from each deanery.

The above-mentioned lay members of the Board of Directors shall be divided into three classes, as nearly equal in numbers as the then total number of voting directors constituting the entire Board permits with the term of office in one class expiring each year. At the annual meeting voting directors of the first class shall be elected to hold office for a term expiring at the

next succeeding annual meeting, voting directors of the second class shall be elected to hold office for a term expiring at the second succeeding annual meeting and voting directors of the third class shall be elected to hold office for a term expiring the third succeeding annual meeting. Each voting director shall hold office until his or her successor has been elected and qualified. Thereafter each voting director's term shall be three years. A voting director may not serve more than three consecutive terms.

Any vacancies 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 her or his predecessor's unexpired term and may be reappointed subject to this Section 3. To fill board vacancies, board members will nominate people with needed expertise and also from a specific geographic area.

Section 4. Annual Meeting. An annual meeting of the Board of Directors shall be held each year in October, at such time and place as the Board of Directors may determine, for the purpose of electing non-*ex officio* Directors and transacting such other business as may come before the meeting.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, within the geographical boundaries of the Diocese of Davenport, as the place for holding any special meeting of the Board of Directors called by them.

Section 6. Notice. Notice of any special meeting shall be given at least 72 hours previous thereto by written or oral notice personally 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 five days previous to the meeting, addressed to each director's business address and with postage prepaid or by electronic mail to the email address then on record with the Corporation. Any director may waive notice of any meeting and the attendance of a director at a meeting shall constitute his or her 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.

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 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. 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. Telephone Conference Meetings. Any action required to be taken at a meeting of directors of the Corporation, or any action which may be taken at a meeting of the directors, or a committee may be taken by means of conference telephone or similar communications equipment through which all persons participating in the meeting can communicate with each other, and the participation in a meeting pursuant to this provision shall constitute presence of person at such meeting.

Section 11. Informal Action by Directors. Any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting by written or electronic consent, setting forth the action so taken, shall be consented to by all of the directors entitled to vote with respect to the subject matter thereof.

Section 12. Powers. Except as provided herein, the Board of Directors shall exercise all powers of the Corporation.

Section 13. Compensation. Directors shall not receive any stated compensation for their services as director.

Section 14. Executive and Other Committees. The Board of Directors by resolution may create an Executive Committee or one or more other committees having such powers and duties not inconsistent with the Articles or these By-Laws as may be provided in the resolution creating such committee as initially adopted or as thereafter supplemented or amended by further resolution adopted by similar vote. Upon nomination, the Board of Directors may designate persons who are not directors to serve as members of any such committee, with the exception of the Executive Committee. Additionally, the Executive Committee shall have and may exercise, when the Board of Directors is not in session, all of the powers of the Board of Directors in the management of the business and affairs of the Corporation.

Section 15. Conflict of Interest. Each director shall disclose to the Board of Directors any duality of interest or possible conflict of interest whenever the duality or conflict pertains to a matter being considered by the Board. Any director having duality of interest or conflict of interest on any matter may be asked to abstain from voting on the matter by the Board chair and shall not be counted in determining the quorum for the vote on the matter. In addition, he or she shall not use his or her personal influence on the matter, but may briefly state his or her position on the matter and may answer pertinent questions from other directors since his or her knowledge may be of great assistance. The minutes of the meeting involving any such situation shall reflect that a disclosure was made, the abstention from voting, and the quorum situation.

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.

Section 2. Election and Term of Office. Elected officers of the corporation shall be nominated by the President of the Board and elected annually by the Board of Directors at its annual meeting (other than officers serving *ex officio*). Each elected officer shall hold office from the close of the annual meeting for a term of one (1) year or until a qualified successor is elected upon expiration of the term of that officer, or until that officer's death, or until that officer shall resign or shall have been removed in the manner hereinafter provided.

Section 3. President. The President shall be the Bishop of the Diocese of Davenport. 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 4. The Vice President. The Vice President shall be the Vicar General of the Diocese of Davenport. In the absence of the President, the Vice President shall perform such duties of the President and, in addition, such duties as from time to time may be assigned to him by the President.

Section 5. The Secretary. The Secretary shall: (a) keep the minutes 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 or her by the President or by the Board of Directors. The Secretary shall be elected by the Board of Directors and need not be a director of the Corporation.

Section 6. 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 or her by the President or by the Board of Directors. The Treasurer shall be elected by the Board of Directors and need not be a director of the Corporation.

Section 7. Additional Officers. Any additional officer not specified above shall have only such authority, duties and responsibilities as shall be specifically authorized and designated 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 of the Diocese of Davenport, Iowa. 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 of the Diocese of Davenport, Iowa shall determine in accordance with the Code of Canon Law.

ARTICLE VII

Contracts, Loans, Checks and Deposits

Section 1. Contracts. Subject to the approval of the Board of Directors, the President or Vice President shall 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 approval of the Board of Directors, 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 VIII

Seal

The Corporation shall not have a corporate seal.

ARTICLE IX

Liability

Any director or former director shall not be liable to the Corporation for money damages for any action taken, or any failure to take any action, as a director, except that this sentence shall not apply: (i) to the amount of financial benefit received by a director to which a director is not entitled; (ii) for an intentional infliction of harm on the Corporation; (iii) for a violation of Iowa Code Section 504.835 (unlawful distributions); and (iv) for an intentional violation of criminal law.

ARTICLE X

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 his or her 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 receipt of a financial benefit to which the person is not entitled; (ii) for intentional infliction of harm on the Corporation; (iii) for a violation of Section 504.835 (unlawful distributions); and (iv) for an intentional violation of criminal law.

ARTICLE XI

Gifts to the Corporation

Section 1. Donor's Restrictions. Any donor may place reasonable conditions on gifts to the Corporation in accordance with Gift Acceptance policies of the Catholic Foundation, so long as the conditions are not inconsistent with the charitable, educational or religious purposes of the Corporation and with the teachings and Canons of the Roman Catholic Church, as interpreted by the Bishop of the Diocese of Davenport.

Section 2. Investments. No gift shall be required to be separately invested.

Section 3. Presumption as to Donor's Intent. Each gift to the Corporation shall be presumed to be intended:

a. To be used only for charitable, educational and religious purposes that are in accord with the Articles of Incorporation, By-Laws of the Corporation, and the doctrines and canons of the Roman Catholic Church;

b. To produce income which can be accumulated or distributed at least annually, or if accumulated, is to be accumulated only in a reasonable amount and for a reasonable period for a charitable, educational and religious purpose or purposes;

c. To be used only in a way that will not disqualify the gift from deduction as a charitable contribution or bequest in computing federal and state income, gift or estate taxes of the donor or of the donor's estate; and

d. To be used only in a way that will not disqualify the Corporation's exemption from federal and state income tax as a qualified charitable organization and/or from classification as a public charity.

ARTICLE XII

Distribution and Disbursements

Section 1. Determination of Distribution in General. The Board of Directors, at least annually, shall (1) review all distributions to be made from the funds of this Corporation and direct the payments to whom payments are to be made, in such amounts and at such times with such accompanying restrictions as it deems necessary to assure use for the purpose(s) intended; and (2) review all disbursements to be made for administrative expenses incurred by the Corporation, and direct the payment thereof. No distribution or disbursements may be made without the approval of the Bishop of the Diocese of Davenport.

Section 2. Public Charitable Organization to be Maintained. Nothing in this Article shall authorize, and this Corporation may not make, any distribution of income or principal which would disqualify the Corporation's exemption from federal and state income tax as a qualified public charitable organization. All terms and provisions of these By-Laws and all operations of the Corporation shall be construed, applied and carried out in accordance with the intent that the Corporation be exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding or similar provisions of the federal revenue laws that may be enacted.

ARTICLE XIII

Administrator

All the power given by these By-Laws to the Bishop of the Diocese of Davenport, Iowa, 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 may be altered, amended, or repealed, and new By-Laws adopted by majority vote at any regular or special meeting of the Board of Directors with the consent of the Bishop of the Diocese of Davenport, Iowa.

ARTICLE XV

Members

The Corporation shall have no members.

Approved at the meeting of the Board of Directors on May 18, 2009