

**AMENDED AND RESTATED
BY-LAWS OF
ST. VINCENT'S HOME**

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 provide for the general care of and assistance to friendless and orphaned children;
2. 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 Catholic Diocese of Davenport, Iowa; and
3. To possess and exercise all of the rights, powers and privileges now or hereafter conferred upon non-profit corporations by Section 504A of the Code of Iowa (1997), 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 statement) 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.

Section 2. Method of Appointment. The Board of Directors shall be the Bishop of the Catholic Diocese of Davenport, the Chancellor, the Director of Social Action and Catholic Charities, two Priests, five Lay people, and three Sisters of said Diocese, who shall be appointed by the Bishop. The *ex officio* directors shall have vote in all matters coming before the Board. The Bishop of the Catholic 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. Term of Office. Except for the Bishop of the Diocese of Davenport, the Chancellor, and the Director of Social Action and Catholic Charities, each Director's term shall be three years and may be renewable for one more three-year term. After two full terms, a Director should be off one year prior to returning to the Board.

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 his or her predecessor's unexpired term and may be reappointed subject to the Section 3 hereof.

Section 4. Regular Meetings. A regular meeting of the Board of Directors shall be held during the fourth week of October at a day and time decided by the Board. 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.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President 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.

Section 6. Quorum. A majority of the members of the Board shall constitute a quorum

for the transaction of business.

Section 7. Notice. Notice of any special meeting shall be given at least 72 hours previous thereto by written, ~~or~~ oral, or electronic notice delivered 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. Any director may service 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.

Section 8. 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 9. 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 10. Powers. Except as provided herein, the Board of Directors shall exercise all powers of the corporation.

Section 11. Compensation. Directors shall not receive any stated compensation for their services as Director.

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 of Davenport, shall be the 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. The Secretary need not be a member of the Board of Directors.

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

Contracts, Loans, Checks and Deposits

Section 1. Contracts. Subject to the Articles of Incorporation and Canon Law, the Bishop may designate an individual who 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 an on behalf of the Corporation. Other than provided herein and subject to the Articles of Incorporation and Canon Law, the President shall enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation; provided, however, that such contracts and instruments with obligations up to \$3,000.00 can be signed by an individual designated by the Bishop 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 VII

Indemnification

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 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 VIII

Committees

Section 1. **Board 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 IX

Amendments

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

Approved by the Board of Directors on November 5, 2015.