

BYLAWS
OF
CATHOLIC COMMUNITY FOUNDATION OF MIDDLE TENNESSEE, INC.

ARTICLE I.

OFFICES

Section 1. Place. The principal offices shall be located in Tennessee.

Section 2. Additional Offices. The Corporation may also have offices at such other places, both within and outside the State of Tennessee, as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II.

NOT-FOR-PROFIT CORPORATION

Section 1. Not for Profit Corporation. The Corporation is not-for-profit. The Corporation is irrevocably dedicated to and operated exclusively for non-profit purposes; and, no part of the income or assets of the Corporation shall be distributed to or inure to the benefit of any individual.

The purposes for which the Corporation is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the corresponding provisions of any future United States Internal Revenue Code. These purposes include the following:

A. To provide oversight and assistance to The Catholic Diocese of Nashville and entities within The Catholic Diocese of Nashville and to effectively establish, develop, maintain and actively pursue funding for various charitable and outreach programs to further the mission of The Catholic Diocese of Nashville;

B. To review and oversee strategic plans for the creation and operation of a development and advancement program, to foster stewardship, planned giving and other giving opportunities in order to help parishes, schools and Catholic organizations meet their long-term financial needs;

C. To actively seek endowment funds that provide for long-term financial support of our Catholic causes, ministries and services and to provide oversight and assistance as the philanthropic advisor to charitable causes, ministries and services located and serving within the geographical confines of The Catholic Diocese of Nashville;

D. To effectively establish, develop, maintain and actively pursue funding for various charitable and outreach programs to further the mission of The Catholic Diocese of Nashville;

E. To help donors achieve their charitable goals by providing tax efficient mechanisms for supporting churches, ministries and institutions;

F. To provide responsible and effective financial management of the funds entrusted to the Corporation while distributing earnings according to donor intent and community needs by investing a significant portion of its assets in socially responsible investments based on Catholic moral principles and traditional Catholic moral teaching consistent with the United States Conference of Catholic Bishops' guidelines;

G. To manage the development and implementation of a comprehensive advancement and public relations program for planned giving within The Catholic Diocese of Nashville;

H. To provide oversight, evaluation and direction on fund and money management and the fiscal and investment policies and strategies related to donations to the Corporation.

I. To serve as agent for other individuals, entities, foundations and charitable organizations;

J. To provide responsible and effective management of contributed funds and to provide oversight and assistance to carry out charitable purposes, causes or services so long as said purposes, causes or services are not in contravention of Catholic moral principles and traditional Catholic moral teaching consistent with the United States Conference of Catholic Bishops.

Section 2. Restricted Authority. Notwithstanding any other provision of these articles, this Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law.

Section 3. Assets Held in Trust. All of the assets of the Corporation shall be held in trust for the purposes herein mentioned, including the payment of all of the Corporation's liabilities and payment of the claims of creditors of the Corporation. Corporation is authorized to appoint agents to hold and manage its assets.

Section 4. Distribution of Assets Upon Dissolution. Upon the dissolution of the Corporation after paying or making provision for the payment of all liabilities of the Corporation then outstanding and unpaid, the Board of Directors of the Corporation shall distribute the assets of the Corporation to the individual trusts or beneficiaries in accordance with the account balance of each

individual participating trust or beneficiary which has funds deposited with the Corporation, said funds to be used exclusively for the charitable, religious and educational purposes of the individual trust or beneficiary. Any assets not so distributed shall be distributed to one or more organizations subject to the canonical jurisdiction of the Bishop of the Diocese of Nashville and shall be an organization described under Section 501(c)(3) and 170(c)(2) of the Code or any corresponding provisions of any future federal tax laws. Any assets not so disposed of by the Board of Directors shall be disposed of by a court having equity jurisdiction in the county in which the principal office of the Corporation is then located, with distribution of assets to be made for such religious, educational and charitable purposes, or to such organizations which are organized and operated exclusively for such purposes as such court shall determine.

ARTICLE III.

MEMBERSHIP

Section 1. Members. The Corporate Members (“the Membership”) of this Corporation shall be the Bishop who shepherds the Diocese of Nashville as its Ordinary, the Vicar(s) General, and the Moderator of the Curia. Should the Diocese of Nashville become canonically impeded or vacant, the one who assumes governance of the diocese shall serve as a Member of this Corporation until the impeded situation is remedied or a new ordinary bishop takes possession of the Diocese of Nashville. Should the Vicar(s) General lose his/their office due to the transfer of the Ordinary/Bishop or any other reason by which the Diocese might become canonically vacant, he/they remain Member(s) of this Corporation pending the eventual appointment of a successor(s).

Section 2. Manner of Acting. Each Member shall be entitled to one (1) vote upon any matter properly submitted for a vote to the Membership. The act of a majority of the Membership present at a meeting at which a quorum is present shall be the act of the Membership, except as may otherwise be specifically provided by law, by the Charter, or by the Bylaws (hereinafter the “Bylaws”). Absentee voting and proxy voting shall be permitted. If one individual holds two of these offices, he or she shall be entitled to only one vote. However, in the event of a tie vote and in recognition of the requirements of Canon Law, the vote of the Bishop of the Catholic Diocese of Nashville shall count as two (2) votes.

Section 3. Annual Meeting of Membership. The annual meeting of the Membership shall be held during the month of May. The purpose of the annual meeting shall be to approve members of the Board of Directors and the officers of the corporation elected by the Board and to transact such other business as may properly be brought before the meeting, including but not limited to approval of the annual operating and capital budgets. Notice of the annual meeting shall be mailed to the Membership at least twenty (20) days prior to the annual meeting.

Section 4. Special Meetings. Special meetings of the Membership may be called by the Membership at any time. The call for such a meeting shall set forth the purpose of the meeting and no other business shall be transacted at that time. Notice of a special meeting shall be given at least ten (10) days prior thereto.

Section 5. Quorum. Presence in person or by proxy of members representing a majority of the Corporation shall constitute a quorum at any meeting of the Membership of the Corporation.

ARTICLE IV.

DIRECTORS

Section 1. Election and Number of Directors. The Board of Directors shall consist of no less than seven (7) and no more than thirteen (13) Directors. Directors shall serve for a term of three (3) years, one-third of whom shall be elected each year. Each Director shall hold office until his or her term shall have expired and his or her successor shall have been appointed and qualified, or until his or her earlier resignation, removal from office or death. To the extent possible, the Board should be comprised of individuals knowledgeable of the needs of entities within the Diocese and who are skilled in finance, money management, investment, advancement, planned giving and development.

Section 2. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by nomination by the Board after consultation with the Membership of the Corporation.

Section 3. Powers of Directors. Subject to the Code of Canon Law and the Norms of the Diocese of Nashville to which the Corporation and the Board are subject, the affairs of the Corporation shall be managed by its Board of Directors, which shall exercise all such powers of the Corporation.

Section 4. Books of the Corporation. The directors shall keep the books of the Corporation at such place or places as they may from time to time determine.

ARTICLE V.

QUORUM

Section 1. Determination - Adjournment. At least sixty percent (60%) of the Board of Directors or any committee thereof, represented in person, shall constitute a quorum at all meetings of the Board of Directors or such respective committee for the transaction of business except as otherwise provided by statute or by the charter. If, however, such quorum shall not be present at any meeting, those present in person shall have power to adjourn the meeting, until a quorum shall be present. At such adjourned meeting, at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 2. Effect of Quorum. If a quorum is present, the affirmative vote of a majority present at the meeting shall be the act of the Board of Directors or respective committee unless the vote of a greater number is required by law or by the Charter. An amendment to the Charter shall require a vote of approval of seventy percent (70%) of the Directors in office, subject to approval by the Membership.

Section 3. Voting and Proxies. Each director or committee member, having voting power, shall be entitled to one vote, either in person or by proxy executed in writing by the director or committee member.

ARTICLE VI.

MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Place of Meetings. Meetings of the Board of Directors, whether regular or special, may be held either within or outside the State of Tennessee.

Section 2. First Meeting of Directors. The first meeting of each newly elected Board of Directors shall be held at such time and place as shall be fixed by the vote of the directors at the annual meeting, and no notice of such meeting shall be necessary to the newly elected directors in order to legally constitute the meeting, provided a quorum shall be present, or it may convene at such place and time as shall be fixed by the consent in writing of all the directors.

Section 3. Annual and Regular Meetings of Directors. Meeting of the Board of Directors may be held upon such notice or upon written waiver of notice and at such time and at such place as shall from time to time be determined by the Board or the President. In addition, the Board by resolution may determine the date of the annual meeting and of other regular meetings of the Board, and upon such determination, said meetings may be held without additional notice. The annual meeting of the Board shall occur each year as determined by the President.

Section 4. Notice of Special Meetings. Special meetings of the Board of Directors may be called by the President on five (5) days' notice to each director, either personally, by mail, by fax, or other electronic means; special meetings shall be called by the President in like manner and on like notice on the written request of three directors.

Section 5. Waiver of Notice. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice of waiver or the notice of such meeting.

Section 6. When Meeting is Not Required. Any action required or permitted to 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, or unanimous approval is given by electronic means and a record is kept by the Secretary.

ARTICLE VII.

EXECUTIVE COMMITTEE

Section 1. Creation, Powers and Duties. The Board of Directors, by resolution adopted by a majority of the number of directors fixed by the Bylaws or otherwise, may designate three or more directors to constitute an executive committee, which committee, to the extent provided in such resolution, shall have and exercise all of the authority of the Board of Directors in the management of the Corporation, except as otherwise required by law. Vacancies in the membership of the committee shall be filled by the Board of Directors at a regular or special meeting of the Board of Directors. The executive committee shall keep regular minutes of its proceedings and report the same to the Board at the next regularly scheduled meeting.

ARTICLE VIII.

COMMITTEES

Section 1. Creation, Powers and Duties. The President may designate such committees as he or she deems advisable to assist with the affairs of the Corporation. By resolution adopted by a majority of the number of the Board of Directors, any such committee, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation, except as otherwise required by law; in such event, such committee shall keep regular minutes of its proceedings and report the same to the Board at the next regularly scheduled meeting.

All committees shall consist of three or more members, shall be under the control and serve at the pleasure of the President, shall have charge of such duties as may be assigned to them by the President or these Bylaws, shall maintain a permanent record of their actions and proceedings and shall regularly submit a report of their actions to the Board, which shall ratify the actions of each committee. In order to comply with the Norms of the Catholic Diocese of Nashville and the Code of Canon Law and while recognizing the autonomy of the Corporation, yet also recognizing the role the Corporation plays in the finances of the participating entities within the Diocese, the President will consult with the Membership on Committee appointments. The President, or his or her designee, shall serve on each committee as an ex-officio member, without vote.

ARTICLE IX.

STANDING COMMITTEES

Section 1. Investment Committee. The Board of Directors shall select an Investment Committee which shall include at least three (3) Directors. The Investment Committee shall have the responsibility and authority for the investment and administration of the assets of the Corporation and, in furtherance thereof, shall review all Corporation investments on at least an annual basis and make recommendations, if necessary, for asset allocation adjustments and/or changes in investment policy, selection and/or manager. The Investment Committee shall keep full records and accounts of its proceedings and transactions. All actions by the Investment Committee

shall be reported to the Board of Directors at its meeting next succeeding such action and shall be subject to control, revision and alteration by the Board of Directors, provided that no rights of third persons shall be prejudicially affected thereby. The President of the Corporation shall be a standing member of the Investment Committee.

Section 2. Audit Committee. The Board of Directors shall select an Audit Committee which shall include, at least, three Directors. The members of the Audit Committee shall have backgrounds in one or more of the following: (1) accounting, (2) law, (3) finance, (4) investments, or (5) business. The President of the Corporation shall be a standing member of the Audit Committee. The primary function of the Audit Committee is to assist the Corporation in fulfilling its stewardship and oversight responsibilities with respect to accounting and financial reporting, assessment and management of risk and internal controls, and compliance with laws and regulations. In fulfilling its responsibilities, the Audit Committee shall:

- a. Review the adequacy of operations and financial controls;
- b. Oversee an annual examination of financial statements by an outside independent public accountant (the external auditors);
- c. Recommend any special investigations or analysis relative to financial statements, adequacy of internal controls, or compliance with regulatory requirements;
- d. Develop and recommend to the Board a gift acceptance policy; and,
- e. Develop and recommend to the Board an appropriate conflicts of interest policy.

ARTICLE X.

OFFICERS

Section 1. Number. The Officers of the Corporation shall be chosen by the Board of Directors and shall be a President, a Vice-President, a Secretary and a Treasurer. The Board of Directors may also choose additional Vice-Presidents and one or more Assistant Secretaries and Assistant Treasurers. Any office may be combined, except that the offices of President and Secretary shall be separate.

Section 2. Election. The Board of Directors, at its first annual meeting, shall choose the officers, none of whom need be a member of the Board.

Section 3. Other Officers and Agents. The Board of Directors may appoint such officers and agents as it may deem necessary, who shall hold their office 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.

Section 4. Compensation. All Officers and Directors shall serve without compensation.

Section 5. Term of Office - Removal. The officers of the Corporation shall hold office until their successors are chosen and qualified. Any officers elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Board of Directors. Any vacancy occurring in any office of the Corporation shall be filled by the Board of Directors.

THE PRESIDENT

Section 6. Powers and Duties. The President shall be the chief executive officer of the Corporation, and shall preside at all meetings of the Board of Directors, shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect.

Section 7. Contracts - Specific Duties. The President shall execute bonds, mortgages, and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

THE VICE-PRESIDENT

Section 8. Powers and Duties. The Vice-President or, if there shall be more than one, the Vice-Presidents in an order determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

THE SECRETARY

Section 9. Powers and Duties. The secretary shall attend all meetings of the Board of Directors and record all the proceedings of the meetings of the Corporation and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. The secretary shall give or cause to be given notice of all special meetings of the Board of Directors and shall perform such other duties as may be prescribed by the board of Directors or President, under whose supervision he shall be. The secretary shall have custody of the corporate seal of the Corporation, if any, and he or an assistant secretary shall have authority to affix the same to any instrument requiring it, and when so affixed, it may be attested by his signature or by the signature of such assistant secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by his signature, though no official corporate seal shall be required.

Section 10. Powers and Duties of Assistant Secretary. The assistant secretary or, if there be

more than one, the assistant secretaries in the order determined by the Board of Directors, shall, in the absence or disability of the secretary, perform the duties and exercise the powers of the secretary and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

THE TREASURER

Section 11. Corporate Funds. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

Section 12. Disbursals. The treasurer shall disburse the funds of the Corporation as may be ordered or allowed by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings or when the Board of Directors so requires, an account of all his or her transactions as treasurer and of the financial condition of the Corporation.

Section 13. Bond. If required by the Board of Directors, the treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of the treasurer's office and for the restoration to the Corporation, in case of his or her death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in his or her possession or under such control belonging to the Corporation.

Section 14. Powers and Duties of Assistant Treasurer. The assistant treasurer or, if there shall be more than one, the assistant treasurers in the order determined by the Board of Directors, shall, in the absence or disability of the treasurer, perform the duties and exercise the powers of the treasurer and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

ARTICLE XI.

EXECUTIVE DIRECTOR

Section 1. Powers. The Director of Major Gifts and Planned Giving for the Diocese of Nashville shall serve ex-officio as the Executive Director of the Corporation. The Executive Director shall have the authority and responsibility to manage and operate the Corporation's day-to-day affairs in business in accordance with the general policies and directions specified by the Board of Directors, and shall have such additional authority and duties as the Board of Directors may from time-to-time prescribe.

Section 2. Contracts-Specific Duties. The Executive Director may sign and execute all authorized checks, bonds, contracts and other obligations in the name of the Corporation. The

Executive Director shall have the authority to hire and fire and supervise the daily operations of the employees of the Corporation and to negotiate the terms of employment within the parameters set by the Board of Directors in its annual budget process. In the execution of the Executive Director's duties, he or she shall report to and be directly responsible to the President of the Corporation.

Section 3. Compensation. The Executive Director may be compensated by the Corporation for his or her services in an amount to be determined by the Board of Directors.

Section 4. Attendance at Board Meetings. The Executive Director shall attend all meetings of the Board of Directors unless instructed otherwise or excused by the Board.

ARTICLE XII.

GENERAL PROVISIONS

NOTICES

Section 1. How Given. Whenever, under the provisions of the statutes of the Charter or these Bylaws, notice is required to be given to any director or committee member, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, fax, or any other means of electronic communication including but not limited to email, addressed to such director at his or her address as it appears on the records of the Corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time the same shall be deposited in the United States mail or sent electronically.

Section 2. Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of the statutes or under the provisions of the Charter of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, or an electronic communication shall be deemed equivalent to the giving of such notice.

CONTRACTS, LOANS, CHECKS, DEPOSITS, INVESTMENTS AND GIFTS

Section 3. Contracts and Employment of Agents. The Board may authorize any Director, officer or agent of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. The Board shall be specifically authorized, in its sole discretion, to employ and to pay the compensation of such agents, accountants, custodians, experts, scholarship consultants and other counsel, legal, investment or otherwise, as the Board shall deem advisable, and to delegate discretionary powers to, and rely upon information furnished by, such individuals or entities. Such authority may be general or confined to specific instances.

Section 4. Checks, Drafts, or Orders. All checks, drafts, or 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 or agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by either the Secretary-Treasurer, the President, Vice-President, or by a duly authorized agent as appointed by Resolution. All check drafts or orders of more than \$50,000.00 shall require two (2) authorized signatures.

Section 5. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 6. Loans. No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board as set forth in these Bylaws. Such authority may be general or confined to specific instances.

Section 7. Investment Authority. The Board shall be authorized to retain assets contributed to the Corporation, even though such assets may constitute an over-concentration in one or more similar investments. Further, the Board shall have the authority to make investments in unproductive property, or to hold unproductive property to the extent necessary until it can be converted into productive property at an appropriate time, provided the retention of such property is in the best interest of the Corporation and does not in any way jeopardize the tax-exempt status of the Corporation. The Board may also accept on behalf of the Corporation any contribution, gift, bequest or devise for any purpose of the Corporation.

ARTICLE XIII.

STANDARDS OF CONDUCT

Section 1. Standards of Conduct. A Director or an Officer of the Corporation shall discharge his or her duties as a Director or an Officer, including duties as a member of a committee:

- (a) In good faith;
- (b) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- (c) In a manner he or she reasonably believes to be in the best interest of the Corporation.

Section 2. Reliance on Third Parties. In discharging his or her duties, a Director or Officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

- (a) One or more Officers or employees of the Corporation whom the Director or Officer

reasonably believes to be reliable and competent in the matters presented;

(b) Legal counsel, public accountants, or other persons as to matters the Director or Officer reasonably believes are within the person's professional or expert competence; or

(c) With respect to a Director, a committee of the Board of which the Director is not a member, as to matters within its jurisdiction, if the Director or Officer reasonably believes the committee merits confidence.

Section 3. Bad Faith. A Director or Officer is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted by Section 10.2 unwarranted.

Section 4. No Liability. A Director or Officer is not liable for any action taken, or any failure to take action, as a Director or Officer, if he or she performs the duties of his or her office in compliance with the provisions of this Article, or if he or she is immune from suit under the provisions of Section 48-58-601 of the Act. No repeal or modification of the provisions of this Section 4, either directly or by the adoption of a provision inconsistent with the provisions of this Section, shall adversely affect any right or protection, as set forth herein, existing in favor of a particular individual at the time of such repeal or modification.

Section 5. No Fiduciary. No Director or Officer shall be deemed to be a fiduciary with respect to the Corporation or with respect to any property held or administered by the Corporation, including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

Section 6. Prohibition on Loans. No loans or guarantees shall be made by the Corporation to its Directors or Officers. Any Director who assents to or participates in the making of any such loan shall be personally liable to the Corporation for the amount of such loan until the repayment thereof.

ARTICLE XIV.

CONFLICTS OF INTEREST

Section 1. General. A conflict of interest transaction is a transaction with the Corporation in which a Director or Officer of the Corporation has a direct or indirect interest. A Director or Officer of the Corporation has an indirect interest in a transaction if, but not only if, a party to the transaction is a family member of such Director or Officer or is an entity in which the Director or Officer has a material interest, or of which the Director or Officer is a general partner, director, Officer, or Director. A conflict of interest transaction is not voidable or the basis for imposing liability on the Director or officer if the transaction was fair at the time it was entered into, or if the transaction is approved as provided in Section 2. Each Board Member and employee of the

Corporation shall review, acknowledge and sign any Conflict of Interests Policy or documents required by the Corporation.

Section 2. Manner of Approval. A transaction in which a Director or Officer of the Corporation has a conflict of interest may be approved if:

(a) The material facts of the transaction and the interest of the Director or Officer were disclosed or known to the Board, or to a committee consisting entirely of disinterested members of the Board, and the disinterested members or such committee authorized, approved, or ratified the transaction; or,

(b) Approval is obtained from the Attorney General of the State of Tennessee, or from a court of record having equity jurisdiction in an action in which the Attorney General is joined as a party.

Section 3. Quorum Requirements. For purposes of Section 2, a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the members of the Board, or of a committee consisting entirely of members of the Board, who have no direct or indirect interest in the transaction; but a transaction may not be authorized, approved, or ratified under this Article by a single Director. A quorum is present for the purpose of taking action under this Article if a majority of the members of the Board who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction. The presence of, or vote cast by, a Director with a direct or indirect interest in the transaction does not affect the validity of any action taken under subsection 2(a) if the transaction is otherwise approved as provided in Section 2.

ARTICLE XV.

INDEMNIFICATION AND ADVANCEMENT OF EXPENSES

Section 1. Mandatory Indemnification of Directors and Officers. To the maximum extent permitted by the provisions of Sections 48-58-501 *et seq.*, of the Act, as amended from time to time (provided, however, that if an amendment to the Act in anyway limits or restricts the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Section which occur subsequent to the effective date of such amendment), the Corporation shall indemnify and advance expenses to any person who is or was a Director or Officer of the Corporation, or to such person's heirs, executors, administrators and legal representatives, for the defense of any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (any such action, suit or proceeding being hereinafter referred to as the "Proceeding"), to which such person was, is or is threatened to be made, a named defendant or respondent, which indemnification and advancement of expenses shall include counsel fees actually incurred as a result of the Proceeding or any appeal thereof, reasonable expenses actually incurred with respect to the Proceeding, all fines, judgments, penalties and

amounts paid in settlement thereof, subject to the following conditions:

(a) The Proceeding was instituted by reason of the fact that such person is or was a Director or officer of the Corporation; and,

(b) The Director or Officer conducted himself or herself in good faith, and he or she reasonably believed (i) in the case of conduct in his or her official capacity with the Corporation, that his or her conduct was in its best interest; (ii) in all other cases, that his or her conduct was at least not opposed to the best interests of the Corporation; and (iii) in the case of any criminal proceeding, that he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent is not, of itself, determinative that the Director or Officer did not meet the standard of conduct herein described.

Section 2. Permissive Indemnification of Employees and Agents. The Corporation may, to the maximum extent permitted by the provisions of Section 48-58-501, *et seq.*, of the Act, as amended from time to time (provided, however, that if any amendment to the Act in any way limits or restricts the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Section which occur subsequent to the effective date of such amendment), indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Corporation, or to such person's heirs, executors, administrators and legal representatives, to the same extent as set forth in Section 1 above, provided that the Proceeding was instituted by reason of the fact that such person is or was an employee or agent of the Corporation and met the standards of conduct set forth in Subsection 1(b) above. The Corporation may also indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Corporation to the extent, consistent with public policy, as may be provided by the Charter, by these Bylaws, by contract, or by general or specific action of the Board.

Section 3. Non-Exclusive Application. The rights to indemnification and advancement of expenses set forth in Sections 1 and 2 above are contractual between the Corporation and the person being indemnified, and his or her heirs, executors, administrators and legal representatives, and are not exclusive of other similar rights of indemnification or advancement of expenses to which such person may be entitled, whether by contract, by law, by the Charter, by a resolution of the Board, by these Bylaws, by the purchase and maintenance by the Corporation of insurance on behalf of a Director, Officer, employee or agent of the Corporation, or by an agreement with the Corporation providing for such indemnification, all of which means of indemnification and advancement of expenses are hereby specifically authorized.

Section 4. Non-Limiting Application. The provisions of this Article XV shall not limit the power of the Corporation to pay or reimburse expenses incurred by a Director, Officer, employee, or agent of the Corporation in connection with such person's appearing as a witness in a Proceeding at the time when he or she has not been made a named defendant or respondent to the Proceeding.

Section 5. Prohibited Indemnification. Notwithstanding any other provision of this Article XV, the Corporation shall not indemnify or advance expenses to or on behalf of any Director, Officer, employee, or agent of the Corporation, or such person's heirs, executors, administrators or legal representatives:

(a) If a judgment or other final adjudication adverse to such person establishes his or her liability for any breach of the duty of loyalty to the Corporation, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or under Section 48-58-304 of the Act; or,

(b) In connection with a Proceeding by or in the right of the Corporation in which such person was adjudged liable to the Corporation; or,

(c) In connection with any other Proceeding charging improper personal benefit to such person, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her.

Section 6. Repeal or Modification Not Retroactive. No repeal or modification of the provisions of this Article XV either directly or by the adoption of a provision inconsistent with the provisions of this Article, shall adversely affect any right or protection, as set forth herein, existing in favor of a particular individual at the time of such repeal or modification.

ARTICLE XVI.

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Membership, Board, committees having and exercising any of the authority of the Board, and shall keep at the principal office a record giving the names and addresses of the members of the Board entitled to vote.

ARTICLE XVII.

FISCAL YEAR

The fiscal year of the Corporation shall begin on July 1st and end on the following June 30th.

ARTICLE XVIII.

AMENDMENTS

These Bylaws and the Charter may be altered, amended, or repealed, and a new Charter or Bylaws adopted, upon the affirmative vote of seventy percent (70%) majority of the full Board, with the approval of the Membership at any Annual or Special Meeting, except to the extent that such

alteration, amendment or repeal is inconsistent with the Charter of the Corporation.

ARTICLE XIX.

EXEMPT STATUS

The Corporation has been organized and will be operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code and, as such, will be exempt from taxation under Section 501(a) of the Code. Any provision of these Bylaws or of the Charter which would in any manner adversely affect the Corporation's tax exempt status shall be void and shall be deleted or modified as necessary to comply with all applicable federal and state requirements for the maintenance of the Corporation's tax exempt status.

CERTIFICATE

The above Bylaws were duly approved and adopted as the Corporate Bylaws this the _____ day of _____, 2011.

President

Attest:

Secretary

The above Bylaws were duly approved by the Corporate Members this the _____ day of _____, 2011.

The Most Reverend David R. Choby, Bishop

**The Very Reverend David R. Perkin, Vicar General
and Moderator of the Curia**

The Very Reverend Dexter Brewer, Vicar General