
BYLAWS
OF
CATHOLIC CHARITIES OF CENTRAL AND NORTHERN MISSOURI

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OF
CATHOLIC CHARITIES OF CENTRAL AND NORTHERN MISSOURI

ARTICLE I

NAME AND OFFICE

The name of the Corporation is Catholic Charities of Central and Northern Missouri. The principal office of the Corporation is located at 2207 West Main Street, Jefferson City, Missouri 65109.

ARTICLE II

PURPOSES

The purposes of the Corporation shall be those described in the Articles of Incorporation.

ARTICLE III

DEFINITIONS

As used in these Bylaws, the following terms shall be defined as stated herein:

1. The term "Corporation" shall refer to this corporation.
2. The terms "govern" or "governance" shall be defined to include the term "manage" and its derivatives as that term is used in R.S.Mo. 355.316.
3. The term "management" shall refer to the operational management of the Corporation as set forth in Article VI hereof.
4. The term "Member" shall refer to the member of the Corporation.

ARTICLE IV

MEMBER

The sole Member of the Corporation shall be the Bishop of the Diocese of Jefferson City or, in the case of vacancy in the office of Bishop of the Diocese of Jefferson City, the person serving as the Administrator of the Diocese of Jefferson City.

ARTICLE V

RESERVED POWERS

RESERVED POWERS OF THE MEMBER

Certain powers are reserved to the Member. These reserved powers are:

- (a) To determine and maintain the philosophy and identity of the Corporation;
- (b) To appoint and remove the Directors of the Corporation;
- (c) To require that the Corporation deposit its cash and securities in The Catholic Diocese of Jefferson City Fund;
- (d) To approve all major fundraising campaigns of the Corporation;
- (e) To approve amendments to the Articles of Incorporation;
- (f) To amend these Bylaws and approve amendments to these Bylaws if such amendments originate with the Board of Directors;
- (g) To approve any borrowing or guaranties by the Corporation in accordance with policies which may be established by the Member;
- (h) To approve the purchase or sale or other acquisition, disposition or transfer of real estate, including any interest therein, by the Corporation, except for real estate received as a bequest or donation and not used in the charitable activities of the Corporation and with other exceptions which may be established by the Member;
- (i) To initiate and approve any merger, consolidation, reorganization or dissolution of the Corporation;
- (j) To receive from the President an annual report of the operations and annual financial reports of the Corporation and to require that such report be made; and

- (k) To approve the auditors and legal counsel of the Corporation.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. GOVERNANCE OF THE CORPORATION

Except as otherwise provided by the Articles of Incorporation or these Bylaws, the governance of the Corporation shall be exercised, its property controlled, and its affairs conducted by the Board of Directors. Each Director shall be entitled to one (1) vote on each matter before the Board of Directors.

Section 2. COMPOSITION AND METHOD OF SELECTION

The Board of Directors shall be composed of not fewer than three (3) nor more than twenty-five (25) persons appointed by the Member ("Appointed Directors"). The Member may appoint himself to be a Director. The Executive Director of the Corporation shall be a member of the Board of Directors, *ex officio*, without vote.

Section 3. TERM OF OFFICE

(a) The terms of office of the initial Appointed Directors shall be fixed to be one (1), two (2) or three (3) years so that the term of approximately one-third (1/3) of the Appointed Directors expires each year. Thereafter, after the expiration of the term of each Appointed Director, a successor shall be selected to serve a term of three (3) years which shall expire when his or her successor has been selected.

(b) The Executive Director shall serve as a Director for such time as he or she occupies the position of Executive Director.

Section 4. VACANCIES

All vacancies by death, resignation, expiration of term or otherwise occurring among the Appointed Directors shall be filled by appointment by the Member. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office.

Section 5. RESIGNATION AND REMOVAL

An Appointed Director may resign at any time by giving written notice of such Director's resignation to the President. Any Appointed Director may be removed at any time by the Member.

Section 6. RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The Board of Directors shall have full power and authority to govern the affairs of the Corporation except for and subject to the powers and actions reserved to the Member elsewhere in these Bylaws. Governance by the Board of Directors shall include, but shall not be limited to the following matters:

- (a) Developing policies for the effective operation of the Corporation in accordance with the purposes of the Corporation as stated in the Articles of Incorporation;
- (b) Providing for effective management of the Corporation including the election or removal of the officers of the Corporation;
- (c) Monitoring and evaluating the operations of the Corporation;
- (d) Planning and providing for the solvency and financial stability of the Corporation;
- (e) Causing an annual operating budget for the Corporation to be prepared and approving such budget, subject to the approval of the Member;
- (f) Causing to be prepared reports of operations and financial reports of the Corporation; and
- (g) Performing such other functions as may be required of the Board of Directors for the operation of the Corporation.

Section 7. MEETINGS

The annual meeting of the Board of Directors shall be held at such time as may be determined by the Board of Directors. All meetings of the Board of Directors shall be held at the corporate office or at such other place as may be designated by the Board of Directors. Regular meetings of the Board of Directors may be held at such time as may be determined by the Board of Directors. Special meetings of the Board of Directors may be held at any time upon the call of the President or by a majority of the Board of Directors.

Section 8. NOTICE

Notice of time and place of all meetings shall be delivered personally or by telephone to each Director or sent by first class mail, by facsimile or electronically, charges prepaid, addressed to each Director at that Director's address as shown on the records of the Corporation. In case the notice is mailed, it shall be deposited in the United States mail at least seven (7) days before the time of holding of the meeting. In case the notice is delivered personally, or by telephone, facsimile or electronically, it shall be delivered at least forty-eight (48) hours before the time of holding of the meeting. Any oral notice given personally or by telephone may be communicated

either to the Director or to a person at the office of the Director who the person giving the notice has reason to believe will promptly communicate it to the Director. Notice of any meeting of the Board of Directors need not state the business to be transacted nor the purpose thereof. Notice to any Director may be waived by executing a written waiver thereof or by attendance at any meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 9. QUORUM

A majority of the Board of Directors shall be required for the transaction of business at any duly held meeting of the Board of Directors.

Section 10. TELEPHONE CONFERENCE

The Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 11. VALIDATION OF MEETING

The transactions of the Board of Directors at any meeting, however called or noticed, or wherever held, shall be as valid as though they had taken place at a meeting held after call and notice if a quorum be present and if, either before or after the meeting, each Director signs a written waiver of notice, a consent to the holding of such meeting and an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 12. ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Directors or committee thereof under any provision of law, the Articles of Incorporation or these Bylaws may be taken without a meeting if each Director or committee member signs a written consent which sets forth the action taken. Such written consents shall be filed with the minutes of the proceedings of the meeting. Such action by written consent shall have the same force and effect as a unanimous vote of the Directors or committee members. The Secretary shall file the consents with the minutes of the meetings of the Board of Directors or committee. Any certificate or other document filed on behalf of the Corporation relating to an action taken by the Directors without a meeting shall state that the action was taken by the unanimous written consent of the Directors without a meeting, and that the Bylaws of the Corporation authorized its Directors to so act.

Section 13. COMPENSATION

Directors shall not receive compensation for their services as Directors provided that nothing contained herein shall be construed to preclude a Director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE VII

CONFLICT OF INTEREST

Any duality of interest or possible conflict of interest on the part of any member of the Board of Directors should be disclosed to the other members of the Board of Directors and made a matter of record in the minutes of the meeting.

Any Director having a duality of interest or possible conflict of interest on any matter shall not vote or use personal influence on the matter, shall not be counted in determining the quorum for the meeting and shall not be present in the room when the Board of Directors votes on the matter. The minutes of the meeting should accurately reflect that a complete disclosure was made, the abstention from voting, the non-presence in the room when the vote was taken, and the quorum situation.

The foregoing requirements shall not be construed as preventing the Director from briefly stating his or her position in the matter, or from answering pertinent questions that may be directed toward that person by other Board members concerning the matter.

ARTICLE VIII

COMMITTEES

Section 1. BOARD COMMITTEES

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one (1) or more committees each of which shall consist of two (2) or more Directors, to serve at its pleasure and to have such powers and perform such functions as may be assigned to them. The resolution designating a committee shall set forth the composition and responsibilities of any such committee.

Section 2. OTHER COMMITTEES

Other committees, ad hoc committees and task forces may be established by the Board of Directors or the President from time to time. They shall make recommendations to the Board of

Directors, a committee of the Board of Directors or the President and perform such other functions as requested, but shall not be empowered to act on behalf of the Board of Directors.

ARTICLE IX

OFFICERS

Section 1. OFFICERS OF THE CORPORATION

The Corporation shall have a President, a Vice President, an Executive Director, a Secretary and a Treasurer. The Board of Directors may elect such subordinate officers as it deems necessary to serve for such period and have such authority and perform such duties as the Board of Directors may authorize. The offices of Secretary and Treasurer may be held by the same person.

Section 2. ELECTION OF OFFICERS

The Officers, except for the Executive Director, (hereafter referred to as the "Elected Officers") shall be elected from the Board of Directors by majority vote by the Board of Directors at its annual meeting and shall serve for one (1) year terms and until their successors are elected and shall qualify, provided that the Treasurer need not be a member of the Board of Directors. Officers may be elected to successive terms. Any Elected Officer may be removed from office at any time by a vote of the majority of the entire Board of Directors. A vacancy in any office of an Elected Officer caused by death, resignation, removal or otherwise may be filled by the Board of Directors for the unexpired term.

The Executive Director shall be appointed by and may be removed by the Board of Directors. The Executive Director shall be a member of the Board of Directors so long as he or she holds the position of Executive Director.

Section 3. REMOVAL

Any Officer may be removed from office at any time by a vote of the majority of the entire Board of Directors.

Section 4. VACANCIES

A vacancy in any office caused by death, resignation, removal or otherwise may be filled by the Board of Directors for the unexpired term.

ARTICLE X

DUTIES OF OFFICERS

Section 1. PRESIDENT

The President shall preside at all meetings of the Board of Directors. The President shall appoint members of all committees. The President shall perform all duties incident to the office of President as maybe assigned by the Board of Directors.

Section 2. VICE PRESIDENT

The Vice President shall perform the duties and exercise the powers delegated by the Board of Directors or the President of the Corporation.

Section 3. EXECUTIVE DIRECTOR

The Executive Director shall serve as the chief executive officer of the Corporation and shall be responsible for the management of the Corporation, subject to the direction and policies of the Board of Directors.

The Executive Director shall execute on behalf of the Corporation deeds, mortgages, bonds, contracts or other instruments which the Board of Directors or Member have authorized to be executed, except where the execution thereof shall be expressly delegated to another officer or agent of the Corporation, or shall be required by law to be otherwise executed..

Section 4. SECRETARY

The Secretary shall record or cause to be recorded the minutes of all meetings of the Board of Directors, shall be the custodian of the records of the Board of Directors and shall deliver the records of the Corporation and the records of the Board of Directors to his or her successor in office. The Secretary shall have such other duties as may be assigned by the Board of Directors.

Section 5. TREASURER

The Treasurer of the Corporation shall oversee the financial condition of the Corporation and shall report to the Board of Directors at all meetings thereof concerning the financial condition of the Corporation. The Treasurer shall have such other duties as may be assigned by the Board of Directors. The Treasurer shall not have management responsibility for the financial operations of the Corporation.

ARTICLE XI

INDEMNIFICATION

Each Member, Director or Officer of the Corporation, hereinafter collectively referred to as "Covered Persons" and their heirs and legal representatives, shall to the extent permitted in accordance with standards and procedures contained in R.S.Mo. 355.476, be indemnified and held harmless by the Corporation against any claims, demands, liabilities, expenses, counsel fees and costs reasonably incurred by them, their estate or their heirs in connection with, related to, or arising out of any action, suit, proceeding or claim in which any of them are made a party by reason of their being, of having been, such Covered Persons; provided, that in no case shall the Corporation indemnify and hold such Covered Persons harmless with respect to any matters as to which they are liable for malfeasance in the performance of their duties as such Covered Persons. The indemnification herein provided shall also apply to any amount paid in compromise of any action, suit, proceeding or claim asserted against such Covered Persons (including expenses, counsel fees and costs reasonably incurred in connection therewith) provided the Board of Directors shall have first approved such proposed compromise settlement, but in taking such action any Director involved shall not be qualified to vote thereon. In determining whether or not a Covered Person was liable for malfeasance in relation to such matters, the Board of Directors may rely conclusively upon an opinion of independent legal counsel selected by the Board of Directors.

Additionally, the Corporation may provide indemnification to any Covered Person or other employee or agent of the Corporation to the extent permitted by R.S.Mo. 355.476 and as the same may be amended.

The right of indemnification herein provided shall not be exclusive of any other rights to which such Covered Person may be lawfully entitled.

ARTICLE XII

FISCAL YEAR

The fiscal year of the Corporation shall be established by the Board of Directors.

ARTICLE XIII

SEAL

The Corporation shall have no seal.

ARTICLE XIV

AMENDMENT

These Bylaws may be amended by the Member or by a resolution adopted by a majority vote of the Directors which resolution shall set forth the proposed amendment and direct that it be submitted to the Member for approval, provided that any such amendment to these Bylaws shall not be effective until approved by the Member.

Dated: August 17, 2011

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