

Bylaws of

Order of Saint John Paul II

Building the City of God®



A California Nonprofit Public Benefit Corporation

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DEFINED TERMS USED IN THIS DOCUMENT

- “annual meeting” – Section 8.5
- “Articles of Incorporation” – Section 8.2
- “Attorney General” – Section 8.4.4
- “Board” – Section 8.2
- “California Nonprofit Corporation Law” – Section 3.1
- “Code” –Section 4.2
- “Committees” – Section 9.1
- “Corporation” – Section 1.1
- “Deputy Superior General” – Section 9.6.2
- “Directors” – Section 8.1.1
- “e-mail” – Section 8.7.1
- “Officers” – Section 10.1
- “Order”—Section 1.1
- “Superior General” – Section 9.6.1
- “Supreme Chaplain” – Section 9.6.3
- “Supreme Secretary” – Section 10.6.4
- “Supreme Financial Officer” – Section 10.6.5

ARTICLE 1 NAME

Section 1.1 Corporate Name

The name of this corporation is **Order of Saint John Paul II** (the “Order”). Founding members of the Order are: Terry F. Rees, David Momoh Howard, Michael J. Gutierrez, Richard D. Thompson, Lawrence R. Stanton, Lawrence T. Navarrette, Joseph F. Wilhelm, and Steven Medo.

Section 1.2 Succession and Authorization.

The Order shall have perpetual succession. It may hold, receive, lease and purchase such real estate and personal property as may be requisite and expedient for its purposes, and may sell, lease, encumber, and dispose of such property consistent with Article 5 of these Bylaws.

Section 1.3 Governing Documents

The Order may adopt a constitution, bylaws, rules and regulations for its own government, the management of its affairs, the protection of its property and funds and the advancement of its own well-being; for the government, suspension, expulsion and punishment of its members; for the election and appointment of its officers and agents and the defining of their duties, and it may alter and repeal the same. It shall have all other powers granted to corporations by the general laws of California.

ARTICLE 2 OFFICES

Section 2.1 Principal Office

The principal office for the transaction of the business of the Order may be established at any place or places within or without the State of California by resolution of the Board.

Section 2.2 Other Offices

The Board may at any time establish branch or subordinate offices at any place or places where the Order is qualified to transact business.

ARTICLE 3 PURPOSES

Section 3.1 General Purpose

The Order is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of California (“California Nonprofit Corporation Law”) for public and charitable purposes.

Section 3.2 Specific Purpose

Consistent with the Catholic values of spiritual devotion, devotion to the family and the church, respect for and promotion of human dignity and performance of charity work, the specific purpose of the Order shall include without limitation, providing technical, financial, and construction support for infrastructure improvements within Roman Catholic Dioceses throughout the world. These efforts will be guided by and be consistent with Roman Catholic values and doctrines.

ARTICLE 4 LIMITATIONS

Section 4.1 Political Activities

The Order has been formed under California Nonprofit Corporation Law for the charitable purposes described in Article 3, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Order shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Order shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

Section 4.2 Prohibited Activities

The Order shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article 3. The Order may not carry on any activity for the profit of its Officers, Directors or other persons or distribute any gains, profits or dividends to its Officers, Directors or other persons as such. Furthermore, nothing in Article 3 shall be construed as allowing the Order to engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE 5 DEDICATION OF ASSETS

Section 5.1 Property Dedicated to Nonprofit Purposes

The property of the Order is irrevocably dedicated to the charitable purposes of providing technical, financial, and construction support for infrastructure improvements within Roman Catholic Dioceses throughout the world. No part of the net income or assets of the Order shall ever inure to the benefit of any of its Directors or Officers, or to the benefit of any private person, except that the Order is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

Section 5.2 Distribution of Assets Upon Dissolution

Upon the dissolution or winding up of the Order, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Order shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Code.

ARTICLE 6 MEMBERSHIPS

Section 6.1 Members Requirements

Membership in the Order of St. John Paul II is open to men and women 18 years of age or older who are practicing Catholics in union with the Holy See. This means that an applicant or member accepts the teaching authority of the Catholic Church on matters of faith and morals, aspires to live in accord with the precepts of the Catholic Church, and is in good standing in the Catholic Church.

Section 6.2 Voting Members

Voting Members are Members who have participated in at least one project of the Order, as certified by the Chief Architect of their respective Council. The Chief Architect(s) will provide the names of certified Voting Members to the Supreme Secretary of the Order. Voting members shall have the right to vote for the election of a director or directors; on changes to the Articles of Incorporation or Bylaws of the Order; and on a proposed disposition of all or substantially all the assets of the Order.

Section 6.3 Associate Members

The Board may adopt policies and procedures for the admission of associate members who do not meet the requirements for members as set forth in Section 6.1. Associates Members have no voting

rights in the Corporation. Such associate members are not “members” of the Corporation as defined in section 5056 of the California Nonprofit Corporation Law.

ARTICLE 7 SUBORDINATE DIVISIONS

Section 7.1 Subordinate Divisions

To more effectively carry out its purposes, the Order may establish a system of subordinate provinces, degrees, councils, and other divisions thereof, composed of members of said Order, in this state or any other state of the United States, or in any other country. When so established, subordinate provinces, degrees, councils and other divisions shall be governed and managed by such laws, bylaws, rules and regulations as said Order shall determine.

ARTICLE 8 DIRECTORS

Section 8.1 Number and Qualifications

8.1.1 Number

The authorized number of directors of the Order (“Board of Directors” or “Board”) shall be not less than five nor more than twenty-one; the exact authorized number to be fixed, within these limits, by resolution of the Board.

8.1.2 Members and Qualifications

All Directors must be a Voting Member in good standing with the Order. Board members will include:

- Founding Members of the Order
- Superior General of the Order (Section 10.6.1)
- The Supreme Chaplain (Section 10.6.3)
- Two Provincial Directors for each province established by the Board. Provincial Directors shall be elected by a majority of voting members within the Province.

Section 8.2 Corporate Powers Exercised by Board

Subject to the provisions of the Articles of Incorporation for the Order (the “Articles of Incorporation”), California Nonprofit Corporation Law and any other applicable laws, the Board is hereby vested with full power and authority to make, alter and repeal all laws, rules and regulations for the government, management, discipline, and control of the Order, or any subordinate division thereof, and the members of the same in any state, or other subordinate division as may hereafter be established; and to enforce the laws, rules and regulations enacted by the Board or any order made by the Board. The Board may delegate the management of the activities of the Order to any person or persons, management company or committee, however composed, provided that the activities and affairs of the Order shall be managed, and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 8.3 Terms; Election of Successors

At the first annual meeting, the Directors shall be divided into three approximately equal groups and designated by the Board to serve one, two, or three-year terms. Thereafter, the term of office of each Director shall be three years. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he/she was elected and until the election and qualification of a successor, or until that Director’s earlier resignation or removal in accordance with these Bylaws and California Nonprofit Corporation Law.

Section 8.4 Vacancies

8.4.1 Events Causing Vacancy

A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any Director; (ii) whenever the number of authorized Directors is increased; or (iii) the failure of the Board, at any meeting at which any Director or Directors are to be elected, to elect the full authorized number of Directors.

8.4.2 Removal

The Board may by resolution declare vacant the office of a Director who has been declared of unsound mind by an order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty under California Nonprofit Corporation Law.

The Board may by resolution declare vacant the office of a director who fails to attend three consecutive Board meeting.

The Board may, by a majority vote of the Directors who meet all of the required qualifications to be a Director set forth in Section 8.1.2, declare vacant the office of any Director who fails or ceases to meet any required qualification that was in effect at the beginning of that Director's current term of office.

Directors may be removed without cause by a majority vote of Directors then in office.

8.4.3 No Removal on Reduction of Number of Directors

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires unless the reduction also provides for the removal of that specified Director in accordance with these Bylaws and California Nonprofit Corporation Law.

8.4.4 Resignations

Any Director may resign by giving written notice to the Superior General. Such a written resignation will be effective on the later of (i) the date it is delivered or (ii) the time specified in the written notice that the resignation is to become effective. No Director may resign if the Order would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the California Attorney General (the "Attorney General").

8.4.5 Election to Fill Vacancies

If there is a vacancy on the Board, including a vacancy created by the removal of a Director, the Board may fill such vacancy by electing an additional director as soon as practicable after the vacancy occurs. If the number of Directors then in office is less than a quorum, additional directors may be elected to fill such vacancies by (i) the unanimous written consent of the Directors then in office, (ii) the affirmative vote of a majority of the Directors in office at a meeting held according to notice or waivers complying with section 5211 of the California Nonprofit Corporation Law, or (iii) a sole remaining Director.

Section 8.5

Regular Meetings

Each year, the Board shall hold at least one meeting, at a time and place fixed by the Board, for the purposes of election of Directors, appointment of Officers, review and approval of the corporate budget and transaction of other business. This meeting is sometimes referred to in these Bylaws as the "annual meeting." Other regular meetings of the Board may be held at such time and place as the Board may fix from time to time by resolution.

Section 8.6

Special Meetings

Special meetings of the Board for any purpose may be called at any time by the Superior General, or any two Directors.

Section 8.7 Notice of Meetings

8.7.1 Manner of Giving

Except when the time and place of a regular meeting is set by the Board by resolution in advance (as permitted by Section 8.5), notice of the time and place of all regular and special meetings shall be given to each Director by one of the following methods:

- (a) Personal delivery of oral or written notice;
- (b) First-class mail, postage paid;
- (c) Telephone, including a voice messaging system or other system or technology designed to record and communicate messages; or
- (d) Facsimile, electronic mail (“e-mail”) or other means of electronic transmission if the recipient has consented to accept notices in this manner.

All such notices shall be given or sent to the Director’s address, phone number, facsimile number or e-mail address as shown on the records of the Order. Any oral notice given personally or by telephone may be communicated directly to the Director or to a person who would reasonably be expected to promptly communicate such notice to the Director. Notice of regular meetings may be given in the form of a calendar or schedule that sets forth the date, time and place of more than one regular meeting.

8.7.2 Time Requirements

Notices sent by first-class mail shall be deposited into a United States mail box at least four days before the time set for the meeting. Notices given by personal delivery, telephone, voice messaging system or other system or technology designed to record and communicate messages, facsimile, e-mail or other electronic transmission shall be delivered at least 48 hours before the time set for the meeting.

8.7.3 Notice Contents

The notice shall state the time and place for the meeting, except that if the meeting is scheduled to be held at the principal office of the Order, the notice shall be valid even if no place is specified. The notice need not specify the purpose of the meeting unless required to elsewhere in these Bylaws.

Section 8.8 Place of Board Meetings

Regular and special meetings of the Board may be held at any place within or outside the state that has been designated in the notice of the meeting, or, if not stated in the notice or, if there is no notice, designated by resolution of the Board. If the place of a regular or special meeting is not designated in the notice or fixed by a resolution of the Board, it shall be held at the principal office of the Order.

8.8.1 Meetings by Telephone or Similar Communication Equipment

Any meeting may be held by conference telephone or other communications equipment permitted by California Nonprofit Corporation Law, as long as all Directors participating in the meeting can communicate with one another and all other requirements of California Nonprofit Corporation Law are satisfied. All such Directors shall be deemed to be present in person at such meeting.

Section 8.9 Quorum and Action of the Board

8.9.1 Quorum

Three Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 8.11.

8.9.2 Minimum Vote Requirements for Valid Board Action

Every act taken, or decision made by a majority vote of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless a greater number is expressly required by California Nonprofit Corporation Law, the Articles of Incorporation or these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors from the meeting, if any action taken is approved by at least a majority of the required quorum for that meeting.

8.9.3 When a Greater Vote Is Required for Valid Board Action

The following actions shall require a vote by a majority of all Directors then in office in order to be effective:

- (a) Approval of contracts or transactions in which a Director has a direct or indirect material financial interest as described in Section 11.1.1 (provided that the vote of any interested Director(s) is not counted);
- (b) Creation of, and appointment to, Committees (but not advisory committees) as described in Section 9.1; and
- (c) Removal of a Director without cause as described in Section 8.4.2.

Section 8.10

Waiver of Notice

The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present, and (ii) either before or after the meeting, each of the Directors who is not present at the meeting signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent does not need to specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Also, notice of a meeting is not required to be given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice. Directors can protest the lack of notice only by presenting a written protest to the Secretary either in person, by first-class mail addressed to the Secretary at the principal office of the Order as contained on the records of the Order as of the date of the protest, or by facsimile addressed to the facsimile number of the Order as contained on the records of the Order as of the date of the protest.

Section 8.11

Adjournment

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 8.12

Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 8.13 Conduct of Meetings
Meetings of the Board shall be presided over by the Superior General, or, if the Superior General is absent, by the Deputy Superior General. In the absence of both of these persons, the majority of the Directors present may select a chairperson for the meeting. The Secretary shall act as secretary of all meetings of the Board, provided that, if the Secretary is absent, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall be governed by rules of procedure as may be determined by the Board from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles, or with any provisions of law applicable to the Order.

Section 8.14 Action Without Meeting
Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to the action. For the purposes of this Section 8.14 only, "all members of the Board" shall not include any "interested Director" as defined in section 5233 of the California Nonprofit Corporation Law. Such written consent shall have the same force and effect as a unanimous vote of the Board taken at a meeting. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Written consent may be transmitted by first-class mail, messenger, courier, facsimile, e-mail or any other reasonable method satisfactory to the Chairperson or the President.

Section 8.15 Fees and Compensation of Directors
The Order shall not pay any compensation to Directors for services rendered to the Order as Directors, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Order, in reasonable amounts as approved by the Board.

Also, Directors may not be compensated for rendering services to the Order in a capacity other than as Directors, unless such compensation is reasonable and further provided that not more than 49% of the persons serving as Directors may be "interested persons" which, for purposes of this Section 8.15 only, means:

- (a) any person currently being compensated by the Order for services rendered to it within the previous 12 months, whether as a full or part-time Officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or
- (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 8.16 Non-Liability of Directors
The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Order.

ARTICLE 9 BOARD COMMITTEES

Section 9.1 Committees of Directors
The Board may, by resolution adopted by a majority of the Directors then in office, create one or more Board Committees ("Committees"), including an executive committee, each consisting of two or more Directors, to serve at the discretion of the Board. Any Committee, to the extent provided in the resolution of the Board, may be given the authority of the Board except that no Committee may:

- (a) approve any action for which the California Nonprofit Corporation Law also requires approval of the members or approval of a majority of all members;
- (b) fill vacancies on the Board or in any Committee which has the authority of the Board;
- (c) fix compensation of the Directors for serving on the Board or on any Committee;
- (d) amend or repeal Bylaws or adopt new Bylaws;
- (e) amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) appoint any other Committees or the members of these Committees;
- (g) expend corporate funds to support a nominee for Director after more persons have been nominated than can be elected; or
- (h) approve any transaction (i) between the Order and one or more of its Directors or (ii) between the Order and any entity in which one or more of its Directors have a material financial interest.

Section 9.2

Meetings and Action of Board Committees

Meetings and action of Committees shall be governed by, and held and taken in accordance with, the provisions of Article 7 concerning meetings of Directors, with such changes in the context of Article 7 as are necessary to substitute the Committee and its members for the Board and its members, except that the time for regular meetings of Committees may be determined by resolution of the Board, and special meetings of Committees may also be called by resolution of the Board. Minutes shall be kept of each meeting of any Committee and shall be filed with the Order's records. The Committee shall report to the Board from time to time as the Board may require. The Board may adopt rules for the governance of any Committee not inconsistent with the provisions by these Bylaws. In the absence of rules adopted by the Board, the Committee may adopt such rules.

Section 9.3

Quorum Rules for Board Committees

A majority of the Committee members shall constitute a quorum for the transaction of Committee business, except to adjourn. A majority of the Committee members present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Every act taken, or decision made by a majority of the Committee members present at a meeting duly held at which a quorum is present shall be regarded as an act of the Committee, subject to the provisions of the California Nonprofit Corporation Law relating to actions that require a majority vote of the entire Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Committee members, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 9.4

Revocation of Delegated Authority

The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a Committee, increase or decrease (but not below two) the number of members of a Committee, and fill vacancies in a Committee from the members of the Board.

Section 9.5

Nonprofit Integrity Act/Audit Committee

In any fiscal year in which the Order receives or accrues gross revenues of two million dollars or more (excluding grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received), the Board shall (i) prepare annual financial statements using generally accepted accounting

principles that are audited by an independent certified public accountant (“CPA”) in conformity with generally accepted auditing standards; (ii) make the audit available to the Attorney General and to the public on the same basis that the Internal Revenue Service Form 990 is required to be made available; and (iii) appoint an Audit Committee.

The Audit Committee shall not include paid or unpaid staff or employees of the Order, including, if staff members or employees, the President or chief executive officer or the Treasurer or chief financial officer (if any). If there is a finance committee, members of the finance committee shall constitute less than 50% of the membership of the Audit Committee and the chairperson of the Audit Committee shall not be a member of the finance committee. Subject to the supervision of the Board, the Audit Committee shall:

- (a) make recommendations to the Board on the hiring and firing of the CPA;
- (b) confer with the CPA to satisfy Audit Committee members that the financial affairs of the Order are in order;
- (c) approve non-audit services by the CPA and ensure such services conform to standards in the Yellow Book issued by the United States Comptroller General; and
- (d) if requested by the Board, negotiate the CPA’s compensation on behalf of the Board.

Section 9.6

Advisory Committees

The Board may create one or more advisory committees to serve at the pleasure of the Board. Appointments to such advisory committees need not, but may, be Directors. The Board shall appoint and discharge advisory committee members. All actions and recommendations of an advisory committee shall require ratification by the Board before being given effect.

ARTICLE 10 OFFICERS

Section 10.1

Officers

The officers of the Order (“Officers”) shall be the Superior General of the Order, the Deputy Superior General, the Supreme Chaplain, Supreme Secretary, Supreme Financial Officer and Supreme Counselor.

Section 10.2

Election of Officers

The Officers shall be elected by the Board at the annual meeting of the Order for a term of one year, and each shall serve at the discretion of the Board until his/her successor shall be elected, or his/her earlier resignation or removal.

Section 10.3

Removal of Officers

Subject to the rights, if any, of an Officer under any contract of employment, any Officer may be removed, with or without cause, (i) by the Board, at any regular or special meeting of the Board, or at the annual meeting of the Order, or (ii) by an Officer on whom such power of removal may be conferred by the Board.

Section 10.4

Resignation of Officers

Any Officer may resign at any time by giving written notice to the Order. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any of the Order under any contract to which the Officer is a party.

Section 10.5 Vacancies in Offices

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled temporarily by appointment by the Superior General, or if none, by the Deputy Superior General, and the appointee shall remain in office for 60 days, or until the next regular meeting of the Board, whichever comes first. Thereafter, the position can be filled only by action of the Board as described in Section 10.2.

Section 10.6 Responsibilities of Officers

10.6.1 Superior General of the Order

The Superior General of the Order (Superior General) is elected by a majority vote of the Board and will serve as the Chief Executive Officer of the Order. He/She shall have the responsibility to enforce all laws of the Order and regulations of the Board of Directors. He/She shall have the authority to visit all subordinate units, inspect their proceedings, direct the examination of their bonds and books, appoint members to perform the duties of any Director who may be temporarily unable to perform the duties of his office, and to perform such other duties as are consistent with his/her office and the laws of the Order. He/She shall report at the annual meeting of the Board on the general condition of the Order.

10.6.2 Deputy Superior General

Deputy Superior General. In case of the death, resignation, disqualification, absence, refusal or neglect of the Superior General to discharge the duties of his/her office, or in case of the temporary disqualification of the Superior General to discharge the duties of his/her office, the Deputy Superior General shall perform such other duties as may be reasonably required by the laws of the Order or by the Board of Directors.

10.6.3 Supreme Chaplain

The Supreme Chaplain will be nominated by the Superior General and elected by a majority vote of the Board. He will be a Catholic priest or bishop and be responsible for forming the members of the Board in Catholic values and doctrine. He will advise the Board as to whether their actions are consistent with Catholic Values and doctrine and with the Order's Catholic purposes. He will guide the Chaplains of subordinate Provinces, ensuring that they support the Catholic identity and mission of the Order. He will be responsible for instructing the members in the Catholic Faith and leading the Order in Prayer.

10.6.4 Supreme Secretary

The Supreme Secretary shall certify and keep or cause to be kept at the principal office of the Order the original or a copy of these Bylaws as amended to date. He/She shall keep a true and faithful minute book as described in Section 13.1. He/She shall give or cause to be given, notice of all meetings of the Board in accordance with these Bylaws. Upon request, he/she shall exhibit or cause to be exhibited at all reasonable times to any Director, or to his/her agent or attorney, these Bylaws and the minute book. He/She shall keep the corporate seal of the Order and affix same to all documents emanating from the Board of Directors. He/She shall examine and report on credentials of members of the Board of Directors. He/She shall be custodian for all bonds, notes, and other official papers of the Order. He/She shall sign all charters for subordinate units. Before entering upon the duties of his/her office, he/she will give a bond in such amount as may be deemed sufficient by the Board of Directors. Said bond and the amount thereof may be changed at any time by said Board. Said bond shall be furnished by a corporation qualified to issue the same, approved by the Board, and the fee for such bond shall be paid by the Order. He/she shall perform such other duties as are imposed or consistent with the laws of the Order, and as may be determined and required by the Board of Directors.

10.6.5 Supreme Financial Officer

The Supreme Financial Officer will keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the Order, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times. He/She shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports. He/She shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Order with such depositories as may be designated by the Board; shall disburse, or cause to be disbursed, the funds of the Order as may be ordered by the Board; shall render, or cause to be rendered to the Superior General and Directors, whenever they request it, an account of all of his/her transactions as Supreme Financial Officer and of the financial condition of the Order; and shall have other powers and perform such other duties incident to the office of Supreme Financial Officer as may be prescribed by the Board or these Bylaws. He/She will provide a report at the annual meeting and at regular meetings of the Board of Directors the amount of receipts and disbursements in such form as shall be approved by the Board of Directors. Before entering upon the duties of his/her office, he shall give a bond in such amount as shall be determined by the Board of Directors. Said bond shall be executed by a corporation qualified to issue the same and which corporation shall be approved by the Board of Directors. The fee for said bond shall be paid by the Order. He/She will perform such duties as may be imposed by law and by the Board of Directors.

10.6.6 Supreme Counselor

The Supreme Advocate shall be a member of the Order and be a practicing lawyer of at least five years' standing. He/She shall —

1. Be the legal advisor of the Supreme Council, the Board of Directors and Superior General in all matters pertaining to the Order or referred to him/her.
2. Examine as to the legality of all claims presented against the Order, whenever such claims so presented require examination as to the liability of the Order.
3. Report at the annual meeting of the Supreme Council.
4. Perform such other duties as shall be assigned to him/her from time to time by the Supreme Council, Board of Directors or Superior General.

10.6.7 Additional Officers

The Board may empower the Superior General, to appoint or remove such other Officers as the business of the Order may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board from time to time may determine.

Section 10.7 Chief Executive

Subject to such supervisory powers as may be given by the Board to the Superior General, the Board may hire a chief executive who shall be the general manager of the Order, and subject to the control of the Board, shall supervise, direct and control the Order's day-to-day activities, business and affairs. The chief executive shall be empowered to hire, supervise and fire all the employees of the Order, under such terms and having such job responsibilities as the chief executive shall determine in his/her sole discretion, subject to the rights, if any, of the employee under any contract of employment. The chief executive may delegate his/her responsibilities and powers subject to the control of the Board. He/She shall have such other powers and duties as may be prescribed by the Board or these Bylaws. Additionally, the Board may, by resolution, appoint the chief executive as an Officer.

Section 10.8 Compensation of Officers

10.8.1 Salaries Fixed by Board

The salaries of Officers, if any, shall be fixed from time to time by resolution of the Board or by the person or Committee to whom the Board has delegated this function, and no Officer shall be prevented from receiving such salary by reason of the fact that he/she is also a Director, provided, however, that such compensation paid to a Director for serving as an Officer shall only be allowed if permitted under the provisions of Section 8.15. In all cases, any salaries received by Officers shall be reasonable and given in return for services actually rendered for the Order which relate to the performance of the public benefit purposes of the Order. No salaried Officer serving as a Director shall be permitted to vote on his/her own compensation as an Officer.

10.8.2 Fairness of Compensation

The Board shall periodically review the fairness of compensation, including benefits, paid to every person, regardless of title, with powers, duties, or responsibilities comparable to the Superior General, Chief Executive, or Supreme Financial Officer (i) once such person is hired, (ii) upon any extension or renewal of such person's term of employment, and (iii) when such person's compensation is modified (unless all employees are subject to the same general modification of compensation).

ARTICLE 11 TRANSACTIONS BETWEEN ORDER AND DIRECTORS OR OFFICERS

Section 11.1 Transactions with Directors and Officers

11.1.1 Interested Party Transactions

Except as described in Section 11.1.2, the Order shall not be a party to any transaction:

- (a) in which one or more of its Directors or Officers has a material financial interest, or
- (b) with any corporation, firm, association, or other entity in which one or more Directors or Officers has a material financial interest.

11.1.2 Requirements to Authorize Interested Party Transactions

The Order shall not be a party to any transaction described in 11.1.1 unless:

- (a) the Order enters into the transaction for its own benefit;
- (b) the transaction is fair and reasonable to the Order at the time the transaction is entered into;
- (c) prior to consummating the transaction or any part thereof, the Board authorizes or approves the transaction in good faith, by a majority vote of Directors then in office (without counting the vote of the interested Directors), and with knowledge of the material facts concerning the transaction and the interested Director's or Officer's financial interest in the transaction;
- (d) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation that the Order could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
- (e) the minutes of the Board meeting at which such action was taken reflect that the Board considered and made the findings described in paragraphs (a) through (d) of this Section 11.1.2.

11.1.3 Material Financial Interest

A Director or Officer shall not be deemed to have a “material financial interest” in a transaction:

- (a) that fixes the compensation of a Director as a Director or Officer;
- (b) if the contract or transaction is part of a public or charitable program of the Order and it (1) is approved or authorized by the Order in good faith and without unjustified favoritism, and (2) results in a benefit to one or more Directors or their families only because they are in the class of persons intended to be benefited by the program; or
- (c) where the interested Director has no actual knowledge of the transaction and it does not exceed the lesser of one percent of the gross receipts of the Order for the preceding year or \$100,000.

Section 11.2 Loans to Directors and Officers

The Order shall not make any loan of money or property to or guarantee the obligation of any Director or Officer, unless approved by the Attorney General of the State of California; except that, however, the Order may advance money to a Director or Officer for expenses reasonably anticipated to be incurred in the performance of duties of such Director or Officer, if in the absence of such advance, such Director or Officer would be entitled to be reimbursed for such expenses by the Order.

The limitation above does not apply if (i) the loan is necessary, in the judgment of the Board, to provide financing for the purchase of the principal residence of an Officer in order to secure the services of (or continued services of) the Officer and the loan is secured by real property located in California; or (ii) the loan is for the payment of premiums on a life insurance policy on the life of a Director or Officer and repayment to the Order of the amount paid by it is secured by the proceeds of the policy and its cash surrender value.

Section 11.3 Interlocking Directorates

No contract or other transaction between the Order and any corporation, firm or association of which one or more Directors are directors is either void or voidable because such Director(s) are present at the Board or Committee meeting that authorizes, approves or ratifies the contract or transaction, if (i) the material facts as to the transaction and as to such Director’s other directorship are fully disclosed or known to the Board or Committee, and the Board or Committee authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common Director(s) (subject to the quorum provisions of Article 7); or if (ii) the contract or transaction is just and reasonable as to the Order at the time it is authorized, approved or ratified.

Section 11.4 Duty of Loyalty; Construction with Article 12

Nothing in this Section shall be construed to derogate in any way from the absolute duty of loyalty that every Director and Officer owes to the Order. Furthermore, nothing in Section shall be construed to override or amend the provisions of Article 12. All conflicts between the two articles shall be resolved in favor of Article 12.

ARTICLE 12 INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

Section 12.1 Definitions

For purpose of this Article 122,

12.1.1 “Agent”

means any person who is or was a Director, Officer, employee, or other agent of the Order, or is or was serving at the request of the Order as a Director, Officer, employee, or agent

of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Director, Officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of the Order or of another enterprise at the request of the predecessor corporation;

12.1.2 “Proceeding”

means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

12.1.3 “Expenses”

includes, without limitation, all attorneys’ fees, costs, and any other expenses reasonably incurred in the defense of any claims or proceedings against an Agent by reason of his/her position or relationship as Agent and all attorneys’ fees, costs, and other expenses reasonably incurred in establishing a right to indemnification under this Article 12.

Section 12.2 Applicability of Indemnification Provisions

12.2.1 Successful Defense by Agent

To the extent that an Agent has been successful on the merits in the defense of any proceeding referred to in this Article 12, or in the defense of any claim, issue, or matter therein, the Agent shall be indemnified against expenses actually and reasonably incurred by the Agent in connection with the claim.

12.2.2 Settlement or Unsuccessful Defense by Agent

If an Agent either settles any proceeding referred to in this Article 12, or any claim, issue, or matter therein, or sustains a judgment rendered against him/her, then the provisions of Section 12.3 through Section 12.6 shall determine whether the Agent is entitled to indemnification.

Section 12.3 Actions Brought by Persons Other than the Order

This Section 12.3 applies to any proceeding other than an action “by or on behalf of the Order” as defined in Section 12.4. Such proceedings that are not brought by or on behalf of the Order are referred to in this Section 12.3 as “Third Party proceedings.”

12.3.1 Scope of Indemnification in Third Party Proceedings

Subject to the required findings to be made pursuant to Section 12.3.2, the Order *may* indemnify any person who was or is a party, or is threatened to be made a party, to any Third Party proceeding, by reason of the fact that such person is or was an Agent, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

12.3.2 Required Standard of Conduct for Indemnification in Third Party Proceedings

Any indemnification granted to an Agent in Section 12.2.1 above is conditioned on the following; The Board must determine, in the manner provided in Section 12.5, that the Agent seeking reimbursement acted in good faith, in a manner he/she reasonably believed to be in the best interest of the Order, and, in the case of a criminal proceeding, he/she must have had no reasonable cause to believe that his/her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner he/she reasonably believed to be in the best interest of the Order or that he/she had reasonable cause to believe that his/her conduct was unlawful.

Section 12.4

Action Brought By or On Behalf Of the Order

This Section 12.4 applies to any proceeding brought (i) by or in the right of the Order, or (ii) by an Officer, Director or person granted relator status by the Attorney General, or by the Attorney General, on the ground that the defendant Director was or is engaging in self-dealing within the meaning of section 5233 of the California Nonprofit Corporation Law, or (iii) by the Attorney General or person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust (any such proceeding is referred to in these Bylaws as a proceeding “by or on behalf of the Order”).

12.4.1 Scope of Indemnification in Proceeding by or on Behalf of the Order

Subject to the required findings to be made pursuant to Section 12.4.2, and except as provided in Sections 12.4.3 and 12.4.4, the Order may indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding by or on behalf of the Order, by reason of the fact that such person is or was an Agent, for all expenses actually and reasonably incurred in connection with the defense or settlement of such action.

12.4.2 Required Standard of Conduct for Indemnification in Proceeding by or on Behalf of the Order

Any indemnification granted to an Agent in Section 12.2.1 is conditioned on the following: The Board must determine, in the manner provided in Section 12.5, that the Agent seeking reimbursement acted in good faith, in a manner he/she believed to be in the best interest of the Order and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

12.4.3 Claims Settled Out of Court

If any Agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the Order, with or without court approval, the Agent shall receive no indemnification for amounts paid pursuant to the terms of the settlement or other disposition. Also, in cases settled or otherwise disposed of without court approval, the Agent shall receive no indemnification for expenses reasonably incurred in defending against the proceeding, unless the proceeding is settled with the approval of the Attorney General.

12.4.4 Claims and Suits Awarded Against Agent

If any Agent is adjudged to be liable to the Order in the performance of the Agent’s duty to the Order, the Agent shall receive no indemnification for amounts paid pursuant to the judgment, and any indemnification of such Agent for expenses actually and reasonably incurred in connection with the defense of that action shall be made only if both of the following conditions are met:

- (a) The determination of good faith conduct required by Section 12.4.2 must be made in the manner provided for in Section 12.5; and
- (b) Upon application, the court in which the action was brought must determine that, in view of all the circumstances of the case, the Agent is fairly and reasonably entitled to indemnity for the expenses incurred. If the Agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

Section 12.5

Determination of Agent’s Good Faith Conduct

The indemnification granted to an Agent in Section 12.3 and Section 12.4 is conditioned on the findings required by those Sections being made by:

- (a) the Board by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or

(b) the court in which the proceeding is or was pending. Such determination may be made on application brought by the Order or the Agent or the attorney or other person rendering a defense to the Agent, whether or not the application by the Agent, attorney, or other person is opposed by the Order.

Section 12.6 Limitations

No indemnification or advance shall be made under this Article 12, except as provided in Section 12.2.1 or Section 12.5(b), in any circumstances when it appears:

(a) that the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, as amended, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred, or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) that the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 12.7 Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by the Order before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance unless it is determined ultimately that the Agent is entitled to be indemnified as authorized in this Article 12.

Section 12.8 Contractual Rights of Non-Directors and Non-Officers

Nothing contained in this Article 12 shall affect any right to indemnification to which persons other than Directors and Officers of the Order, or any of its subsidiaries, may be entitled by contract or otherwise.

Section 12.9 Insurance

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Agent, as defined in this Article 12, against any liability asserted against or incurred by any Agent in such capacity or arising out of the Agent's status as such, whether or not the Order would have the power to indemnify the Agent against the liability under the provisions of this Article 12.

ARTICLE 13 CORPORATE RECORDS, REPORTS AND SEAL

Section 13.1 Minute Book

The Order shall keep a minute book in written form which shall contain a record of all actions by the Board or any committee including (i) the time, date and place of each meeting; (ii) whether a meeting is regular or special and, if special, how called; (iii) the manner of giving notice of each meeting and a copy thereof; (iv) the names of those present at each meeting of the Board or any Committee thereof; (v) the minutes of all meetings; (vi) any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; (vii) all written consents for action without a meeting; (viii) all protests concerning lack of notice; and (ix) formal dissents from Board actions.

Section 13.2 Books and Records of Account

The Order shall keep adequate and correct books and records of account. "Correct books and records" includes but is not necessarily limited to: accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses.

- Section 13.3 Articles of Incorporation and Bylaws
The Order shall keep at its principal office, the original or a copy of the Articles of Incorporation and Bylaws as amended to date.
- Section 13.4 Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns
The Order shall keep at its principal office a copy of its federal tax exemption application and, for three years from their date of filing, its annual information returns. These documents shall be open to public inspection and copying to the extent required by the Code.
- Section 13.5 Annual Report; Statement of Certain Transactions
The Board shall cause an annual report to be sent to each Director within 120 days after the close of the Order's fiscal year containing the following information:
- (a) The assets and liabilities of the Order as of the end of the fiscal year;
 - (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
 - (c) The revenue or receipts of the Order, both unrestricted and restricted to particular purposes, for this fiscal year;
 - (d) The expenses or disbursements of the Order for both general and restricted purposes during the fiscal year;
 - (e) A statement of any transaction (i) to which the Order, its parent, or its subsidiary was a party, (ii) which involved more than \$50,000 or which was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (iii) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a financial interest):
 - (1) Any Director or Officer of the Order, its parent, or its subsidiary;
 - (2) Any holder of more than 10% of the voting power of the Order, its parent, or its subsidiary.
- The statement shall include: (i) a brief description of the transaction; (ii) the names of interested persons involved; (iii) their relationship to the Order; (iv) the nature of their interest in the transaction, and; (v) when practicable, the amount of that interest, provided that, in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.
- (f) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any Officer or Director.
- Section 13.6 Directors' Rights of Inspection
Every Director shall have the absolute right at any reasonable time to inspect the books, records, documents of every kind, and physical properties of the Order and each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Section 13.7 Corporate Seal
The corporate seal, if any, shall be in such form as may be approved from time to time by the Board. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

ARTICLE 14 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 14.1 Execution of Instruments
The Board, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Order to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Order, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Order by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 14.2 Checks and Notes
Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Order shall be signed by the Supreme Financial Officer and countersigned by the Superior General.

Section 14.3 Deposits
All funds of the Order shall be deposited from time to time to the credit of the Order in such banks, trust companies, or other depositories as the Board may select.

Section 14.4 Gifts
The Board may accept on behalf of the Order any contribution, gift, bequest, or devise for the charitable or public purposes of the Order.

ARTICLE 15

CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions of California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the Order and a natural person. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

ARTICLE 16 AMENDMENTS

Section 16.1 Amendment by Directors
The Board may adopt, amend or repeal bylaws. Such power is subject to the following limitations:

(a) Where any provision of these Bylaws requires the vote of a larger proportion of the Directors than otherwise is required by law, such provision may not be altered, amended or repealed except by the vote of such greater number.

(b) No amendment may extend the term of a Director beyond that for which such Director was elected.

(c) If bylaws are adopted, amended or repealed at a meeting of the Board, such action is authorized only at a duly called and held meeting for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefor, is given in accordance with these Bylaws, unless such notice is waived in accordance with these Bylaws.





CERTIFICATE OF SUPREME SECRETARY

I certify that I am the duly elected and acting Supreme Secretary of **Order of Saint John Paul II**, a California nonprofit public benefit corporation; that these Bylaws, consisting of **23** pages, are the Bylaws of this Corporation as adopted by the Board of Directors on February 27, 2018; and that these Bylaws have not been amended or modified since that date.

Executed on February 27, 2018 at Elk Grove, California.

David Momoh Howard
Supreme Secretary