

BYLAWS
Mater Dolorosa Passionist Retreat Center

ARTICLE I
CORPORATION

SECTION 1. NAME AND LOCATION: The name of the corporation is Mater Dolorosa Passionist Retreat Center, a California religious nonprofit corporation (the "Corporation"). The principal office of the Corporation shall be 700 North Sunnyside Avenue, Sierra Madre, California.

SECTION 2. DEDICATION OF ASSETS: All of the property, assets and earnings of the Corporation shall be used exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any subsequent United States Internal Revenue law (the "Code") in the course of which operations:

A) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any individual including the Trustees, the Directors or the Officers of the Corporation, provided that the Corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein; and

B) Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, contributions to which are deductible under Section 170(c)(2) of the Code.

SECTION 3. CORPORATE SEAL: The Corporation shall have a corporate seal which shall have inscribed thereon the name of the Corporation and the words, "Corporate Seal."

ARTICLE II
BOARD OF TRUSTEES

SECTION 1. MEMBERSHIP: The Corporation shall have 5 members, who shall be the Provincial Superior of Holy Cross Province, Congregation of the Passion and his duly elected Passionist consultors. Said members shall hereafter be referred to as the Board of Trustees. The names of the Trustees shall be certified to the Board of Directors of this Corporation by the Provincial Superior of the Holy Cross Province Congregation of the Passion ("Holy Cross Province") at least 3 days prior to the annual meeting of the Trustees. The Provincial Superior of the Holy Cross Province shall be the Chair of the Board of Trustees. The Board also shall elect a secretary. Terms of office of the Board of Trustees shall be concurrent with the terms of office of the Provincial Superior of Holy Cross Province.

SECTION 2. POWERS: The Trustees shall ensure that all actions of the Corporation are consistent with the purposes of the Corporation and the religious and ethical principles of the Congregation of the Passion. The Trustees shall have all rights that are vested in members of a corporation under the California Nonprofit Religious Corporation Law, including the powers specified in these Bylaws.

SECTION 3: RESERVED POWERS: The Trustees shall have the following reserved powers:

- A) Any change in the purpose of the Corporation;
- B) Creation of related or affiliated corporations or affiliation by the Corporation with one or more other entities;
- C) Any contract, amendment or any contract, lease as lessee, or acquisition of any asset which involves an obligation, on the part of the Corporation, in excess of 5% of the annual budget, except with respect to transactions specified and previously approved in the budget;

Any sale, exchange, gift, mortgage, option or other disposition of any real property or interest therein owned by the Corporation, and any other assets owned by the Corporation with a value in excess of \$10,000, except with respect to transactions specified and previously approved in the budget;
- E) Any release or cancellation by the Corporation of a claim or right of action against another party in amount in excess of 1% of the annual budget;
- F) Any proposal or plan for construction or remodeling involving an expenditure in excess of \$25,000, except with respect to a transaction specified and previously approved with the budget;
- G) Any loan by the Corporation, any making, retention, or disposition of any investment, or any other transfer of funds by the Corporation that exceed 5% of the annual budget; except with respect to transactions specified and approved with the capital budget;
- H) Adoption, amendment, and repeal of the Articles of Incorporation or these Bylaws;
- I) Merger or consolidation with any other institution, corporation, or legal entity;
- J) Dissolution or liquidation of the Corporation and disposition of the assets of the Corporation upon dissolution or liquidation; and
- K) Appointment of one voting member of the Board of Directors.

ARTICLE III MEETINGS OF TRUSTEES

SECTION 1. ANNUAL MEETING OF THE CORPORATION: The annual meeting of the Trustees shall be held in October of each year.

SECTION 2. REGULAR MEETINGS: Other meetings may be scheduled by the Board of Trustees to accomplish the business of the Board of Trustees.

SECTION 3. SPECIAL MEETINGS: Special meetings of the Trustees may be called by the Chairman of the Board of Trustees or by a resolution of the Board of Directors.

SECTION 4. PLACE OF MEETINGS: Meetings of the Trustees shall be held at any place within or outside California that has been designated by resolution of the Trustees or in the notice of the meeting or, if not so designated, at the principal office of the Corporation.

SECTION 5. ELECTRONIC COMMUNICATIONS: Any Board of Trustees meeting may be held by telephone conference, video screen communication or other communication equipment. Participation in a meeting under this section shall constitute presence in person, so long as the Trustees participating in such a meeting can hear one another at said meeting.

SECTION 6. CHAIRMAN OF MEETINGS: The Chairman of the Board of Trustees or his designee shall preside at all meetings of the Trustees.

SECTION 7. QUORUM: A simple majority of the Trustees shall constitute a quorum.

SECTION 8. MANNER OF ACTING: The act of three of the Trustees present at a meeting at which a quorum is present shall be the act of the Trustees, unless the act of a greater number is required by statute, these Bylaws, or in the Articles of Incorporation. Any action required to be taken at a meeting of the Trustees, or any other action which may be taken at a meeting of the Trustees, may be taken without a meeting if consent setting forth the action so taken, shall be signed by all the Trustees, and such written consent is filed with the minutes of the proceedings.

ARTICLE IV BOARD OF DIRECTORS

Subject to the limitations of the Articles, of these Bylaws, and the California Nonprofit Religious Corporation Law relating to actions that are required to be approved by the Board of Trustees,

SECTION 1. GENERAL POWERS: The business of the Corporation and all business, property and affairs of Mater Dolorosa Passionist Retreat Center shall be under the direction of the Board of Directors.

SECTION 2. MEMBERSHIP OF THE BOARD OF DIRECTORS: The Board of Directors shall be composed of at least seven (7), but not more than twenty-two (22) Directors. The Retreat Center Director and the Retreat Center Administrator will serve as non-voting Ex Officio members of the Board of Directors. No voting member of the Board of Directors may serve as a staff member of the Corporation.

Directors shall assume the following responsibilities:

- A) Fulfill the Passionist Mission of the Mater Dolorosa Passionist Retreat Center;
- B) Abide by the Articles of Incorporation and Bylaws of the Corporation;
- C) Preserve the Roman Catholic nature of the Corporation;
- D) Preserve the sponsorship of the Corporation by the Holy Cross Province of the Congregation of the Passion;
- E) Adopt the fiscal and other appropriate policies of Holy Cross Province;
- F) Ensure that the Corporation maintains correct and complete books and records of account and minutes of the proceedings of the Board of Directors and its committees; and
- G) Comply with the standard of conduct of Directors as set forth in the California Nonprofit Religious Corporation Law (Section 9240 *et seq.*).

SECTION 3. The chairperson of the Board of Directors shall appoint a committee to nominate qualified candidates for election to the Board of Directors at least 60 days before the date of any election of Directors. The nominating committee shall make its report at least 15 days before the date of the election, and the secretary shall forward to each member, with the notice of meeting required by these bylaws, a list of all candidates nominated by such committee.

Voting Directors shall be elected at each annual meeting to hold office for a period of three years. However, if voting Directors are not elected at an annual meeting, they may be elected at any special meeting held for the purpose or by written ballot. Each voting Director, including a voting Director elected to fill a vacancy or elected at a special meeting or by written ballot, shall hold office until expiration of the term for which elected and until a successor is elected and qualified.

At the first annual meeting of the Board of Directors, the Directors shall devise a plan that determines the length of term of office for each voting Director to provide for a staggering rotation of the terms of office for the voting Board of Directors. After the completion of each the respective terms of office for the initial voting Board of Directors, thereafter, as their terms of office expire, successors shall be elected and shall hold office for a term of three years and until their successors are elected and qualified.

SECTION 4. TERMS OF OFFICE AND VACANCIES:

TERMS OF OFFICE

Voting Directors shall be elected for a term of three (3) years. The maximum number of consecutive terms for each member will be two. Voting Directors may be reelected to

the Board of Directors after a minimum period of one year off the Board. The Board of Directors in its discretion shall have the authority to make exceptions to the foregoing rules for terms of office for specific persons.

VACANCIES

A vacancy or vacancies on the Board of Directors shall occur in the event of

- A) the death or resignation of any Director;
- B) the declaration by a resolution of the Board of Directors of a vacancy of the office of a Director who has been convicted of a felony or declared of unsound mind by a court order;
- C) the removal of a Director for fraudulent acts, pursuant to a judgment, in an action in Superior Court under California Nonprofit Religious Corporation Law, Section 9223;
- D) the increase of the authorized number of Directors;
- E) the failure of the Directors, at any meeting at which any Director or Directors are to be elected, to elect the number of Directors designated to be elected at that meeting;
- F) the termination of the term of any Director who has three consecutive absences that are determined by a resolution of the Board of Directors to be unexcused;
- G) action by the Board of Directors to remove a Director with or without cause by a two-thirds majority. Such action by the Board of Directors may be taken at any meeting of such Board of Directors upon the initiative of any Director, with prior notice of at least 30 days to all Directors. The proceedings of the Board of Directors in such matters shall be final and conclusive.

Except as provided below, any Director may resign by giving written notice to the chairman of the Board of Directors, if any, or to the president or the secretary of the Board of Directors. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the Board of Directors may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the California Attorney General, no Director may resign if the Corporation would be left without a duly elected Director or Directors.

Except for a vacancy created by the removal of a Director by the members, vacancies on the Board of Directors may be filled by approval of the Board of Directors or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held according to notice or waivers of notice complying with Corporations Code, Section 9211, or (3) a sole remaining Director.

SECTION 5. DUTIES: The duties of the Board of Directors shall include:

- A) Determining the Corporation's Mission Statement, objective and major policies in accordance with the purpose and philosophy of the Holy Cross Province of the

Congregation of the Passion;

B) Ensuring that major plans and programs are developed to meet short and long-term goals;

C) Approving the Corporation's organizational plan;

D) Recruiting, hiring, and evaluating candidates for the position of Retreat Center Director and reviewing and terminating the employment agreement with the Retreat Center Director;

E.) Providing a written annual evaluation of the performance of the Retreat Center Director;

F) Approving the Corporation's annual operating budget;

G) Proposing and recommending Bylaws and amendments to the Bylaws to the Board of Trustees;

H) Safeguarding the Corporation's assets and arranging for the proper investment of funds; providing adequate insurance coverage and other appropriate and necessary financial actions;

I) Maintaining relationships and proper liaison with government, church, and other external agencies; and

J) Evaluating the Corporation's operation in relation to the Corporation's Mission Statement.

SECTION 6. COMPENSATION: Directors shall not receive compensation for their services but shall be entitled to reasonable reimbursement of actual expenses incurred in carrying out their authorized duties as Directors or Officers.

ARTICLE V MEETINGS OF DIRECTORS

SECTION 1. ANNUAL MEETING: The annual meeting shall be held in October of each year on the call of the Chairperson of the Board of Directors.

SECTION 2. REGULAR MEETING: Regular meetings of the Board of Directors shall be held at least quarterly at a time and date fixed by resolution of the Board of Directors.

SECTION 3. SPECIAL MEETINGS: Special meetings of the Board of Directors may be called by the Chairperson of the Board of Directors or by not less than one-third of the members of the Board of Directors.

SECTION 4. PLACE OF MEETINGS: Meetings shall be held at Mater Dolorosa Passionist Retreat Center unless notice shall specifically designate some other place or that the meeting shall be held by telephone conference call, video screen communication or other electronic communication equipment. Participation in a meeting under this section shall constitute presence in person, provided that the Directors participating in said meeting can hear each other.

SECTION 5. NOTICE OF SPECIAL MEETINGS: When notice is required, it shall be given to each Director by mail at least ten (10) day prior to such meeting, or by telephone at least one (1) day prior to such meeting. Notice of a special meeting shall specify the purpose of the meeting.

SECTION 6. QUORUM: A majority of Directors then on the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

SECTION 7: MANNER OF ACTING: The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by these Bylaws. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting, if, prior to such an action, consent to such action is obtained.

ARTICLE VI OFFICERS OF THE BOARD OF DIRECTORS

SECTION 1. OFFICERS: The Board of Directors shall among and from themselves, elect or appoint persons to the following positions: Chairperson of the Board of Directors, one or more Vice-Chairperson(s), a Secretary, a Treasurer, and such other offices as the Board of Directors may authorize. No person may hold two offices at the same time.

SECTION 2. ELECTION; TENURE; REMOVAL; VACANCY: Officers are elected by majority vote of the Board of Directors at alternate annual meetings, or whenever a vacancy occurs. Officers serve a two-year term, dating from the annual meeting to the annual meeting two years later. Vacancies that occur may be replaced by the candidates elected at a special meeting of the Board of Directors to fill the unexpired term of the vacant office.

Any officer may be removed from office without cause by a two-thirds majority vote of the Board of Directors. Any officer so removed shall remain a Director unless removed as a Director pursuant to Article IV, Section 4 hereof.

SECTION 3. CHAIRPERSON OF THE BOARD OF DIRECTORS: The Chairperson of the Board of Directors shall preside at all meetings of the Board of Directors and shall be a voting member, ex-officio, of all committees.

SECTION 4. VICE-CHAIRPERSON(S) OF THE BOARD OF DIRECTORS: The First Vice-Chairperson shall act as Chairperson in the absence of the Chairperson of the Board of Directors, and, when so acting, shall have the power and authority of the Chairperson. A Vice-Chairperson also may assume these duties by spoken delegation of the Chairperson. If the Chairperson is unable to carry out his/her duties, the Board of Directors may transfer such duties to the First Vice-Chairperson, during the period of incapacity or inability to serve, by a majority vote of the Board of Directors.

SECTION 5. SECRETARY: The Secretary of the Board of Directors is responsible for recording the Minutes of the meetings of the Board of Directors, verifying that all notices are duly given in accordance with the provisions of these Bylaws, keeping custody of the Corporate records and a register of the address of each Director; and performing all such other duties as from time to time may be assigned to the Secretary by the Chairperson or by the Board of Directors. The Secretary shall ensure that each Trustee and each Director receive copies of the Minutes of all meetings of the Board of Directors.

The Secretary may delegate to an Assistant Secretary the performance of the ministerial acts of Secretary.

SECTION 6. TREASURER: The Treasurer is responsible for overseeing the preparation and maintenance of accurate financial records of the Corporation and performing all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Chairperson of the Board of Directors or by the Board of Directors.

SECTION 7. PRESIDENT: The Retreat Director shall serve as President of the Corporation. Subject to provisions, if any, given by the Board of Directors, the President shall be the Chief Executive Officer of the Corporation and responsible for the day-to-day management of the business and assets of Mater Dolorosa Passionist Retreat Center in accordance with the policies approved by the Board of Directors.

ARTICLE VII COMMITTEES OF THE BOARD OF DIRECTORS

SECTION 1: APPOINTMENTS AND AUTHORITY: The Board of Directors may create one or more committees, each consisting of one or more Directors, to serve at the pleasure of the Board of Directors. Appointments to committees of the Board of Directors shall be by the Chairperson of the Board of Directors. Any such committee shall have authority to the extent provided by the Board of Directors, except as provided in section 9212 of the California Nonprofit Religious Corporation Law.

SECTION 2: MEETINGS AND RESOLUTIONS: Meetings and actions of committees of the Board of Directors shall be subject to the provisions of these Bylaws concerning meetings and other actions of the Board of Directors, except that meeting times of such committees and the calling of special meetings may be set by the Chairperson of such

committee. Minutes of each meeting shall be kept and shall be filed with the records of the Corporation. The Board of Directors may adopt rules for any committee consistent with these Bylaws. The committee may adopt rules of governance not contrary to these Bylaws or any rules adopted for such committee by the Board of Directors.

SECTION 3: EXECUTIVE COMMITTEE: There shall be an Executive Committee comprised of the Officers of the Board of Directors. The authority of the Executive Committee shall include making arrangements for the Board of Directors to conduct the business of the Board of Directors, providing for the Board's evaluation of its own performance, initiating any action necessary that relates to the conduct and/ or performance of an individual member of the Board of Directors, and carrying out all other responsibilities assigned to the Executive Committee by the Board of Directors.

ARTICLE VIII MISCELLANEOUS PROVISIONS

SECTION 1. INDEMNIFICATION OF TRUSTEES, DIRECTORS, AND OFFICERS: Each past, present, or future Trustee, Director, Officer, or other persons described in Sections 9246 of the California Nonprofit Religious Corporation Law, whether or not then in office, shall be indemnified by the Corporation to the full extent permitted by said Section 9246 against all claims and liabilities and all expenses (including attorney's and expert's fees and costs) reasonably incurred or imposed upon him/her in connection with any action, suit, or proceeding, or any settlement or compromise thereof, approved by the Board of Directors to which he/she may be made a party by reason of any action, either omission or commission, performed by him/her while acting as such Trustee, Director, or Officer in good faith. The foregoing rights of indemnification shall not be contingent upon first prevailing at any such proceeding and shall not be exclusive of other rights to which he/she may be entitled as a matter of law. In the case of the death of a Trustee, Director or Officer, such right of indemnification shall inure to the benefit of his/her estate, heirs and beneficiaries.

SECTION 2. CONFLICT OF INTEREST POLICY: For one year prior to assuming the duties of a Director and during the term of office, neither a Director nor a member of his/her immediate family may directly or indirectly receive compensation from the Corporation, whether as a full-time or part-time employee, independent contractor, or otherwise; provided, however, that reimbursement of expenses paid to a Director as Director shall not constitute compensation. Any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the Corporation.

SECTION 3. ABSTENTION: Where a possible conflict of interest exists relative to any matter presented to the Trustees or the Directors for consideration, such Trustee or Director, as the case may be, who is so affected shall declare a possible conflict of interest to all present and shall refrain from voting on such matters, which shall be recorded in the minutes of the meeting in question.

SECTION 4. CONSTRUCTION AND DEFINITIONS: Unless the context otherwise requires, the rules of construction and definitions contained in the general provisions of

the California Nonprofit Corporation Law and in the California Religious Nonprofit Corporation Law shall govern the construction and interpretation of these Bylaws.

SECTION 5. INSURANCE: The Corporation shall purchase and maintain insurance on behalf of any present or former member, director officer, agent or employee of the Corporation against any liability asserted against or incurred by said officer, agent or employee, except that the Corporation shall have no power to purchase and maintain insurance to indemnify any said individual for a violation of Section 9243 of the California Nonprofit Religious Corporation Law.

**ARTICLE IX
AMENDMENTS**

These Bylaws may be adopted, amended or repealed by approval of the Board of Trustees; such adoption, amendment or repeal shall become effective after written notice to all Directors.

APPROVED by resolution of the Board of Trustees adopted at a meeting pursuant to notice with a quorum being present as of the date set forth below:

DATED: 04/26/04

Michael Higgins, CP
Chairman
Board of Trustees
Mater Dolorosa Passionist
Retreat Center

DATED: April 26 2004

Donald A. Webber, CP
Secretary
Board of Trustees
Mater Dolorosa Passionist
Retreat Center