

BYLAWS

St. Paul of the Cross Passionist Retreat Center, Inc.

ARTICLE I CORPORATION

SECTION 1. NAME AND LOCATION. The name of the Corporation is St. Paul of the Cross Passionist Retreat Center, Inc., a Michigan nonprofit Corporation, hereinafter referred to as the “Corporation.” The principal place of business of the Corporation is 23333 Schoolcraft, Detroit, Michigan.

SECTION 2. PURPOSES. The specific purposes of the Corporation are:

- A) To receive and administer funds and property and to operate exclusively for religious purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation (the “Code”), and in particular to sponsor, design and direct religious retreats and programs that promote spiritual development and renewal according to the traditions and history of the Roman Catholic Church and the Congregation of the Passion.
- B) To provide facilities, hospitality and incidental services to groups and individuals who wish to convene for religious programs, retreats or meetings that promote spiritual development.
- C) To provide services and programs without regard to race, color, national or ethnic origin.
- D) To acquire, own, dispose of and deal with real and personal property and interests therein and to apply gifts, grants, bequests and devises and their proceeds thereof in furtherance of the purposes of the Corporation.
- E) To do such things and to perform such acts to accomplish its purposes as the Boards of Directors and Trustees may determine to be appropriate and as are not forbidden by section 501(c)(3) of the Code, with all the power conferred on nonprofit corporations under the laws of the State of Michigan.

SECTION 3. 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 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 Code, and no substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

SECTION 4. 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 BASIS. The Corporation is organized on a nonstock, membership basis.

SECTION 2. MEMBERSHIP. The Corporation shall have five (5) members (the "Trustees"), who shall be the person holding the office of Provincial Superior of Holy Cross Province Congregation of the Passion (the "Holy Cross Province") and the persons so elected as the Passionist consultants to the Provincial Superior. The Trustees shall constitute 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 at least three (3) days prior to the annual meeting of the Trustees. The Provincial Superior of the Holy Cross Province shall be the Chairman of the Board of Trustees. The Board shall also elect a Secretary.

SECTION 3. 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 Michigan Nonprofit Corporation Act, including the powers specified in these Bylaws.

SECTION 4. RESERVED POWERS. The authorization of the Board Trustees shall be necessary in order for the following events to occur:

- A) Any change to the purposes of the Corporation;
- B) The creation of subsidiary corporations of the Corporation or affiliation relationships between the Corporation and other entities such as partnerships or joint ventures;

- C) The approval of the annual operating and capital budgets (the “Budgets”) as prepared and recommended by the Board of Directors of the Corporation;

- D) The Corporation's entering into of 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 that year's Budgets, except for those transactions specified and included in either of the Budgets;
- E) 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 included in that year's Budgets as approved by the Board of Trustees;
- F) 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 total amount of that year's Budgets;
- G) Any proposal or plan for construction or remodeling involving an expenditure in excess of \$25,000, except with respect to a transaction specified and included in either of that year's Budgets;
- H) 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 that year's Budgets, except with respect to transactions specified and included in either of that year's Budgets;
- I) The adoption, amendment, and repeal of the Corporation's Articles of Incorporation or these Bylaws;
- J) The merger or consolidation of the Corporation with any other institution, corporation, or legal entity;
- K) Dissolution or liquidation of the Corporation and disposition of the assets of the Corporation upon dissolution or liquidation; and
- L) Appointment of a voting member of the Board of Directors.

In addition to the foregoing, the Board of Trustees shall have the power to remove any Director, with or without cause, by majority vote of the Trustees.

ARTICLE III MEETINGS OF TRUSTEES

SECTION 1. ANNUAL MEETING OF THE TRUSTEES. The annual meeting of the Trustees shall be held in September of each year. If less than a quorum of the Trustees is present for an annual meeting of the Trustees, the holding of such annual meeting shall

not be required and matters which might have been taken up at the annual meeting may be taken up at any later regular, special, or annual meeting or by consent resolution.

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 Board of Trustees may be called by the Chairman of the Board of Trustees or by a unanimous resolution of the Board of Trustees.

SECTION 4. PLACE OF MEETINGS. Meetings of the Board of Trustees shall be held at any place within or outside Michigan 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. NOTICE OF MEETINGS OF THE BOARD OF TRUSTEES. Written notice of the time and place of all meetings of the Board shall be given to each Trustee (a) at least ten (10) days before the date of the meeting by mailing such notice to each director at the address designated by the Trustee for such purpose, or if none is designated, at the Trustee's last known address or (b) or at least three (3) days before the date of the meeting if given by phone. Notices of special meetings shall state the purpose or purposes of the meeting, and no business may be conducted at a special meeting except the business specified in the notice of the meeting. Notice of any meeting of the Board may be waived in writing before or after the meeting.

SECTION 6. 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 and if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants.

SECTION 7. CHAIRMAN OF MEETINGS. The Chairman of the Board of Trustees or his designee shall preside at all meetings of the Trustees. The Secretary of the Corporation shall act as secretary at all Trustees' meetings, but in the Secretary's absence the Chairman of the meeting may appoint any person present to act as Secretary of the meeting.

SECTION 8. QUORUM. A simple majority of the Trustees shall constitute a quorum.

SECTION 9. MANNER OF ACTING. The act of the majority 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 the laws of the State of Michigan, 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 and shall have the same effect as a vote for all purposes.

ARTICLE IV BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The business of the Corporation and all business, property and affairs of St. Paul of the Cross 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 Board shall consist of (a) "Voting Directors," who shall have the right to vote in matters brought before the Board of Directors (the "Voting Directors") and (b) two ex officio, non-voting Directors, the Retreat Center Director and the Retreat Center Administrator. No Voting Director of the Board of Directors may serve as an employee or staff member of the Corporation.

In the exercise of their office, Directors pledge to:

- A) Fulfill the Passionist Mission of the St. Paul of the Cross 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, pursuant to the directives of Bylaws Article VIII, Sections 7 & 8; and
- G) Comply with the provisions and requirements of the Michigan Nonprofit Corporation Act.

SECTION 3. SELECTION OF VOTING DIRECTORS. The initial Board of Directors of the Corporation (the "Initial Directors") shall consist of the Lay Advisory Council of the St. Paul of the Cross Passionist Retreat Center as of the date of the Articles of Incorporation. Thereafter, the Chairperson of the Board of Directors shall appoint a committee to nominate qualified candidates for election to the Board of Directors (the "Nominating Committee") at least 60 days before the date of any election of Directors. The Nominating Committee shall make its recommendations at least 15 days before the

date of the election and the Secretary of the Board of Directors shall forward to each Director, with the notice of meeting required by these Bylaws, a list of all candidates nominated.

SECTION 4. Voting Directors shall be elected at each annual meeting of the Board of Directors to hold office for a period of three years. 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. A director elected to fill a vacancy shall complete the term of the vacated position. If the vacancy is for more than two-thirds of the three year term it shall constitute a full term for the purposes of board rotation.

SECTION 5. TERMS OF OFFICE. Each elected Director shall serve for a three-year term with the exception of the Initial Directors whose terms will be staggered such that one-third of the Initial Directors shall serve a one-year term, one-third of the Initial Directors will serve a two year term and one-third of the directors will serve a three year term: The maximum number of consecutive terms for each Director will be two. Voting Directors may be reelected to the Board of Directors after a minimum period of one year off the Board.

SECTION 6. VACANCIES. A vacancy or vacancies on the Board of Directors shall occur in the event of any of the following:

1. the death or resignation of any Director;
2. 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;
3. the removal of a Director for fraudulent acts, pursuant to a judgment, in an action in a court of competent jurisdiction under the Michigan Nonprofit Corporation Act.
4. the increase of the authorized number of Directors;
5. 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;
6. the termination of the term of any Director by majority vote of the other Directors who has three consecutive absences from any meetings of the Board of Directors as determined by a majority of the Board of Directors to be unexcused;
7. any other action by the Board of Directors to remove a Director with or without cause by a two-thirds vote of the Board of Directors. 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 Chair of the Board of Directors, or to another Officer 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 for a vacancy created by the removal of a Director by the Board of Trustees, vacancies on the Board of Directors shall be filled by affirmative vote of the Board of Directors.

A vacancy or vacancies among the Directors through removal of a Director by the Board of Trustees shall be filled by the affirmative vote of the Trustees.

A Director elected to fill a vacancy shall complete the term of the vacated position.

SECTION 7. RESPONSIBILITIES. The responsibilities of the Board of Directors shall include, but not be limited to the following:

- 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 and evaluating the Corporation's performance thereto;
- B) Ensuring that major plans and programs of the Corporation are developed to meet its short and long-term goals;
- C) Approving the Corporation's organizational plan;
- D) Recruiting, hiring, and evaluating candidates for the position of Retreat Director of the Center and reviewing and terminating the employment agreement with the Retreat Director of the Center;
- E) Providing a written annual evaluation of the performance of the Retreat Director of the Center;
- F) Preparing and recommending the Corporation's annual Budgets to the Board of Trustees;
- G) Proposing and recommending amendments to the Bylaws of the Corporation to the Trustees; and

- H) Safeguarding the Corporation's assets and arranging for the proper investment of funds; providing adequate insurance programs and other appropriate and necessary actions; and maintaining relationships and proper liaison with government, church, and other external agencies.

SECTION 8. 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.

ARTICLE V MEETINGS OF DIRECTORS

SECTION 1. ANNUAL MEETING. The annual meeting of the Board of Directors shall be held in October of each year or thereafter.

SECTION 2. REGULAR MEETING. Regular meetings of the Board of Directors shall be held at least quarterly at a time and date approved by a majority 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 upon written request of not less than one-third of the Voting Directors.

SECTION 4. PLACE OF MEETINGS. Meetings shall be held at St. Paul of the Cross Passionist Retreat Center unless the notice of the meeting shall specifically designate some other place.

SECTION 5. ELECTRONIC COMMUNICATIONS. Any Board of Directors 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 Directors participating in such a meeting can hear one another at said meeting and if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants.

SECTION 6. NOTICE OF MEETINGS OF THE BOARD OF DIRECTORS. Written notice of the time and place of all meetings of the Board shall be given to each director (a) at least ten (10) days before the date of the meeting by mailing such notice to each director at the address designated by the director for such purpose, or if none is designated, at the director's last known address or (b) or at least three (3) days before the date of the meeting if given by phone. Notices of special meetings shall state the purpose or purposes of the meeting, and no business may be conducted at a special meeting except the business specified in the notice of the meeting. Notice of any meeting of the Board may be waived in writing before or after the meeting.

SECTION 7. QUORUM. A simple majority of Voting Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

SECTION 8. 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 the laws of the State of Michigan, these Bylaws or the Articles of Incorporation.

SECTION 9. ACTION WITHOUT MEETING. Any action required or permitted at any meeting of the Board of Directors may be taken without a meeting, without prior notice and without a vote, if all of the Voting Directors entitled to vote on the action consent in writing. The written consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes.

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: President, Chair of the Board of Directors, one or more Vice-Chair(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 shall be elected by simple majority vote of the Board of Directors at alternate annual meetings, or whenever a vacancy occurs. With the exception of the President, officers serve a term of two years or until their successors are elected. Vacancies that occur shall be filled by the candidates elected by the Board of Directors with such successors serving 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.

SECTION 3. PRESIDENT. The individual holding the position of Retreat Director of the St. Paul of the Cross Passionist Retreat Center shall serve as President of the Corporation. The President shall be the chief executive officer of the Corporation, and, as such, under the direction of the Board of Directors shall have power, on behalf of the Board of Directors, to perform all acts, execute and deliver all documents and take all steps that the President may deem necessary or desirable in order to effectuate the actions and policies of the Board.

SECTION 4. CHAIRPERSON OF THE BOARD OF DIRECTORS. The Chair 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 5. VICE-CHAIR(S) OF THE BOARD OF DIRECTORS. The First Vice-Chair shall act as Chair in the absence of the Chair of the Board of Directors, and, when so acting, shall have the power and authority of the Chair. A Vice-Chair also may assume these duties by spoken delegation of the Chair. If the Chair is unable to carry out his/her duties, the Board of Directors may transfer such duties to the First Vice-Chair,

during the period of incapacity or inability to serve, by a majority vote of the Board of Directors.

SECTION 6. SECRETARY. The Secretary shall send or cause to be sent all required notices of meetings of the Board of Directors, shall receive and attend to all correspondence of the Board of Directors, shall have custody of all documents belonging to the Corporation (except as otherwise provided in these bylaws) and of the corporate seal and shall perform such other duties as usually pertain to the office or as shall be determined from time to time by the Board of Directors

SECTION 7. TREASURER. The Treasurer shall have charge of the funds of the Corporation, except for such funds as the Board of Directors may designate; shall see that an accounting system is maintained which will give a true and accurate accounting of the financial transactions of the Corporation; and shall render reports from time to time as requested by the Board of Directors of his or her activities and the financial condition of the Corporation. All funds received by the Treasurer shall immediately be deposited in a depository designated 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 Chair of the Board of Directors. Any such committee shall have authority to the extent provided by the Board of Directors.

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 Chair 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 actions 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 person who is, was, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding of any sort, whether civil, criminal, administrative, or investigative, and whether formal or informal, by reason of the fact such person is or was a Trustee, Director, or Officer of the Corporation shall be indemnified by the Corporation to the fullest extent permitted by the laws of the State of Michigan as they may be in effect from time to time. The Corporation may, to the extent authorized from time to time by the Board, grant such rights to indemnification to any employee, non-director volunteer, or agent of the Corporation to the fullest extent provided under the laws of the State of Michigan as they may be in effect from time to time. The Corporation may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his status as such, whether or not the Corporation would have power to indemnify such person against such liability under the preceding sentences.

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, but excluding any reimbursement of expenses paid to a Director as Director. Any violation of this paragraph shall not affect the validity or enforceability of any transactions entered into by the Corporation.

In the event that any director has a conflict of interest that might properly limit such Director's fair and impartial participation in Board deliberations or decisions, such Director shall inform the other members of the Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected Director, the Board may nonetheless request from the director any appropriate non-confidential information which might inform its decisions. "Conflict of interest", as referred to herein, shall include but shall not be limited to, any transaction by or with the Corporation in which a Director has a Director or indirect personal interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of the Corporation.

SECTION 3. ABSTENTION. Where a possible conflict of interest exists relative to any matter presented to the Directors for consideration, such Director, as the case may be, who is so affected declares 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 Michigan Nonprofit Corporation Act shall govern the construction and interpretation of these Bylaws.

SECTION 5. FISCAL YEAR. The fiscal year of the Corporation shall be the year beginning July 1 and ending on the last day of June of each year.

SECTION 6. FINANCIAL REPORTS: The books of the Corporation shall be closed as of the end of each fiscal year and financial statements prepared and submitted to the Board of Directors. In the discretion of the Board of Directors, the Corporation may engage an independent certified public accountant to audit or review the financial records.

SECTION 7. CORPORATE MINUTES AND RECORDS: The Corporation shall keep, as permanent records, minutes of all meetings of the Board of Directors, a record of all actions taken by the Directors without a meeting, and a record of all actions taken by the Executive Committee, and any other committees of the Board of Directors. The Corporation shall maintain its records in written form, or in another form capable of conversion into written form within a reasonable time.

The Corporation shall keep a copy of the following records at its principal office: a) its Articles of Incorporation or restated Articles of Incorporation, and all amendments to them currently in effect; b) its Bylaws or restated Bylaws, and all amendment to them currently in effect; c) a list of the names and business or home addresses of its current Directors and Officers; and, d) its most recent annual report delivered to the Secretary of State as required by the Michigan Nonprofit Corporation Act.

The minutes and records described above shall be made available for inspection by current Directors during normal business hours. In addition, to the extent required by applicable law, the Corporation shall make available for inspection during regular business hours by an individual, copies of any application filed with and any letter or other document issued by, the Internal Revenue Service with respect to the tax exempt status of the Corporation;

ARTICLE IX AMENDMENTS

These Bylaws may be adopted, amended or repealed by the approval of at least three of the Board of Trustees, provided that no such adoption, amendment or repeal shall become effective except 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: May 17, 2004

Center, Inc.

Chair
Board of Trustees
St Paul of the Cross Passionist Retreat

DATED: May 17, 2004

Center, Inc.

Secretary
Board of Trustees
St. Paul of the Cross Passionist Retreat