

AMENDED AND RESTATED
BYLAWS OF THE FRANCISCAN FEDERATION
OF THE UNITED STATES (“Corporation”)

ARTICLE I
NAME AND PRINCIPAL OFFICE

1.1 Name

The name of the Corporation is the Franciscan Federation of the United States, hereafter referred to as the “Franciscan Federation” or “Federation”.

1.2 Principal Office

This Corporation is organized pursuant to the appropriate requirements of the Pennsylvania statutes. The location of the principal office of the Franciscan Federation is determined by a formal vote of the Board of Directors.

ARTICLE II
PURPOSE

2.1 Purposes

The purposes of the Corporation are: the Corporation shall have unlimited power to engage in and to do any lawful act concerning any and all lawful business for which corporations may be incorporated under the Pennsylvania Non-Profit Corporation Law. The Corporation does not contemplate pecuniary gain or profit incidental or otherwise.

More specifically, the Corporation’s purpose is to educate, promote and support people who identify as followers of the spirituality of St. Francis of Assisi and St. Clare of Assisi in living and conducting charitable works in accord with the Social Teachings of the Roman Catholic Church. All activities shall be rooted in the teaching spirit and philosophy of the Third Order Regular of St. Francis of Assisi, as those charitable works ever evolve in the contemporary world.

ARTICLE III
MEMBERS

3.1 Members and Their Selection

There shall be three Members of the Corporation. All religious institutes or canonical governing units as recognized under canon law of the Roman Catholic Church which are of Pontifical or Diocesan rite located within the United States and which follow the Third Order Regular Rule of St. Francis of Assisi have the right to become congregational members of the Franciscan Federation. All of these religious institutes so defined in this Section 3.1 shall be referenced as

the Convocation of Canonical Leaders (“CCL”). In order to select the three Members of this Corporation, the Canonical Leadership in each of the dues paying religious institutes who are congregational members of the Federation shall select one of their Congregational Leadership Team to vote in order to select the three Members of this Corporation. Those Members shall also be referenced as CCL-Designated Directors in this Corporation.

3.2 Term

The Members may only serve as a Member in this Corporation during the time that he/she serves in Canonical Congregational Leadership.

3.3 Non-Voting members

The Corporation may define additional categories of membership in the Polices and Procedures of the Corporation who shall be non-voting and not part of the governance structure of this Corporation.

ARTICLE IV MEETING OF THE MEMBERS

4.1 Meeting of the Members

The Members shall meet at least annually in order to exercise the appropriate reserved powers as set forth in Article V herein.

ARTICLE V RESERVED POWERS

5.1 Reserved Powers of the Members

The Reserved Powers of the Members are set forth below. Two-thirds of the Members must vote in the affirmative on the following Reserved Powers before the issues raised by the Reserved Powers are presented for a vote by all the Directors on the Board. If the issue is one of material significance, the Members will consult the CCL before proceeding to set the issue for vote. Votes related to the Reserved Powers require a two-thirds majority of those Members present.

- (a) Approval of the Mission and Vision Statement of the Federation
- (b) Approval of changes to the Bylaws and Articles of Incorporation of the Federation.
- (c) Approval of long-term borrowing or indebtedness.
- (d) Approval of a deficit budget.
- (e) Approval of the sale, lease or encumbrance and purchase of real property.
- (f) Approval of any dissolution, merger, or acquisition and the disposition of the assets of the Federation.

ARTICLE VI BOARD OF DIRECTORS

6.1 Function

The Board of Directors (referenced herein as the “Board of Directors” or “Board”) shall exercise the civil and fiduciary responsibilities of the Corporation. The Board shall have the full power to transact all the business of the Federation granted by the Articles of Incorporation, by civil law, and these Bylaws, except as any powers are reserved to the Members as set forth in Article V herein.

6.2 Directors

The Board of Directors consists of no fewer than 9 nor more than 11 Directors. Three (3) of these Directors shall be elected from among CCL Members. The other six to eight (6-8) Directors shall be elected by the Board of Directors from among active dues-paying members of the Federation and be persons who bring needed expertise to the Federation’s vision, mission, and operations. These Directors shall be “At-Large” and do not represent any organization or commission. An elected Director may not simultaneously be Chair of a commission, as those Commissions are set forth in the Policies and Procedures of the Corporation.

The Executive Director of the Corporation shall be an “ex officio” Director without vote.

6.3 Term of Office

Terms for At-Large Directors of the Board shall be for three years renewable once. Terms for CCL-Designated Directors shall be for either one or two years, to allow for staggering of terms, renewable up to six years.

6.4 Responsibilities of the Board of Directors

All Directors on the Board of Directors have the following responsibilities:

- (a) Set direction for the implementation of the vision and mission of the Federation;
- (b) Elect the President, Vice-President and Secretary from among the Directors and appoint a recording secretary when necessary;
- (c) Appoint the Treasurer;
- (d) Develop, implement, and review the goals and plans of the Board of Directors;
- (e) Must hold at least an Annual Meeting and other meetings as necessary to conduct the business of the Corporation;
- (f) Assure the collaboration and integration of Commissions and Committees;
- (g) Discuss and recommend any changes related to the reserved powers for approval by the CCL-Designated Directors and, subsequently, the Board of Directors;
- (h) Approve policies and procedures for the Federation;
- (i) Oversee programs and resource development;
- (j) Hire, annually evaluate and, when necessary, dismiss the Executive Director;
- (k) Review and approve the annual budget;

- (l) Receive audit reports and other financial information needed for the proper administration of the organization;
- (m) Approve fundraising strategies;
- (n) Approve the creation and dissolution of ad hoc committees;
- (o) Present the Annual Report to the dues paying membership categories identified in the Policies and Procedures.

ARTICLE VII MEETINGS OF THE BOARD OF DIRECTORS

7.1 Regular Meetings

The regular meetings of the Board of Directors shall be held at least two times a year or as often as deemed necessary by the Board. The time, place, and modality (in person or virtual) shall be determined by consensus of the Directors. At least one meeting each year must be held in conjunction with the CCL.

7.2 Agenda

The President and Executive Director will prepare the agenda for all meetings in a manner appropriate for the nature of the meeting. Any Director of the Board of Directors may also submit items for the agenda.

7.3 Voting

Decisions of the Board of Directors requiring a vote are made by a majority of those Directors present after a quorum is established.

7.4 Quorum

Two-thirds of the currently serving Board of Directors, two of whom must be Officers and two of whom must be CCL-designated Members, must be present to constitute a quorum.

7.5 Special Meetings

Special meetings of the Board of Directors may be called by the President or by at least three Directors. Directors must be given at least two weeks' notice of the meeting date. If a special meeting is called by any person or persons entitled to call a special meeting, the request shall be in writing, specifying the agreed-upon time of such meeting and the general nature of the business proposed to be transacted. Either the President or Vice President must be present.

7.6 Remote Communication for Meetings

Any meeting of Directors may be conducted by one or more means of remote communication through which all Directors may participate in the meeting if notice of the meeting is given as described in Article 7.5 and if the number participating is sufficient to constitute a quorum as described in Article 7.4. Remote communication includes but is not limited to telephone, video, or other means by which people may communicate with each other on a simultaneous basis.

Participation in a meeting by any of the above-mentioned means constitutes attendance at a meeting.

7.7 Attendance at Meetings

Each Director of the Board is expected to attend all meetings unless excused by the President. Any Director failing to participate actively may be removed. The President of the Board may excuse a Director from a discussion if there is a conflict of interest. The Board has the right to have an executive/closed session as necessary.

7.8 Action without Meeting

Any action required or permitted by the Board under any provision of law, the Articles of Incorporation or these Bylaws may be taken without a meeting if all Directors consent in writing to such action. Such consent shall be recorded with the minutes of the Board's proceedings. Any certificate or other document filed on behalf of this Corporation relating to an action taken by the Board of Directors without a meeting shall state that the action was taken by consent of the Board without a meeting and that the Bylaws of the corporation authorize the Directors to so act.

7.9 Records and Minutes

The Board provides for properly maintaining and safeguarding all documents, correspondence, archival material, and minutes of the Franciscan Federation.

ARTICLE VIII OFFICERS OF THE BOARD OF DIRECTORS

8.1 Officers

The Board shall elect the Officers of the Board of Directors from among the Directors. The officers shall be the President, Vice-President, Secretary, and the appointed Treasurer. These Officers of the Board of Directors shall be the Officers of the Corporation. One person may hold two offices, except that the President may not serve concurrently in any other offices.

8.2 Election and Term of the Officers

The Board of Directors shall elect the President, Vice-President, and Secretary at the Corporation's Annual Meeting for a term of two years, renewable once. The Treasurer is appointed for a term of three years, renewable once. The Board of Directors may remove any elected officer with or without cause. The Officers of the Board shall have such powers and duties as may be conferred upon them by the Board or as set forth in these Bylaws and applicable law.

8.3 President

The President shall preside at all meetings of the Board. The President shall have the chief responsibility for carrying out the mission of the Federation and its long-range planning. The

President oversees the duties of the staff of the Corporation. The President shall perform such other duties as the Board of Directors from time to time may prescribe.

8.4 Vice President

In the absence of the President, the Vice-President acts in the place of the President. The Vice-President shall perform such additional duties as the Board of Directors may prescribe from time to time.

8.5 Secretary

The Secretary shall attend all sessions of the Board and record the minutes. The Board may appoint one or more recording secretaries to assist the Secretary and, in his/her absence or disability, to perform his/her duties. The Secretary shall perform such other duties as the Board from time to time may prescribe.

8.6 Treasurer

The Treasurer shall have custody of the Corporation funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall oversee the deposit of all monies and other valuable effects in the name of and to the credit of the Corporation in such depositories as may be designated by the Board. The Treasurer maintains necessary communication with the Executive Director. The Treasurer shall perform such additional duties as the Board of Directors may prescribe from time to time.

8.7 Vacancy on the Board of Directors

In the event of any vacancy on the Board, the Board shall elect a qualified individual to complete the term of the vacating Director. A person filling a vacancy may be elected or appointed for additional terms but may not serve for more than three years as an officer and not more than six years as a Director of the Board.

ARTICLE IX BOARD COMMITTEES

9.1 Board Committees

The standing committees of the Board shall be the Executive Committee, Finance, Advancement, and the Governance Committees. The Board of Directors may, by resolution or resolutions passed by a majority of the Directors, appoint other standing or special committees for any purpose and delegate to such committees any of the powers and authority of the Board, except the power and authority to adopt, amend, or repeal these Bylaws, or such other powers as may be prohibited by law. Such committees shall have the power to act only in intervals between meetings of the Board of Directors and shall at all times be responsible to the Board. Committees do not have Reserved Powers.

Committees shall keep regular minutes of their proceedings and report to the Board of Directors as requested. Except as otherwise provided in these Bylaws, the Executive Committee shall

appoint committee members and designate the chairperson and vice chairperson of each committee.

9.2 Executive Committee

The Executive Committee of the Board of Directors shall consist of the officers of the Board: the President, Vice-President, Secretary, and Treasurer, as well as the Executive Director. The responsibilities and duties of the Executive Committee of the Board of Directors are outlined in the Policies and Procedures of the Franciscan Federation.

9.3 Finance Committee

The Finance Committee of the Board of Directors shall consist of the Treasurer and at least one other Director. The Treasurer shall be the chair of the Finance Committee. Non-Directors may also serve on the committee. The responsibilities and duties of the Finance Committee are outlined in the Policies and Procedures of the Franciscan Federation.

9.4 Governance Committee

The Governance Committee of the Board of Directors consists of at least two Directors appointed by the Executive Committee. Non-Directors may also serve on this committee. The responsibilities and duties of the Governance Committee are outlined in the Policies and Procedures of the Franciscan Federation.

9.5 Advancement Committee

The Advancement Committee of the Board of Directors consists of at least two Directors appointed by the Executive Committee. Non-Directors may also serve on this committee. The responsibilities and duties of the Advancement Committee are outlined in the Policies and Procedures of the Franciscan Federation.

9.6 Appointment of Other Committees

In accordance with the needs of the Federation, the Executive Committee, with the approval of the Board of Directors, may appoint and determine the duties and reporting requirements of Ad Hoc Committees to carry out special assignments.

9.7 Vacancies

Vacancies of Directors on any committee may be filled for the unexpired portion of the term in the same manner as provided in the case of the original appointment.

9.8 Expenditures

Any non-budgeted expenditures by a committee shall require prior approval of the President of the Board of Directors.

**ARTICLE X
THE EXECUTIVE DIRECTOR**

10.1 Appointment of the Executive Director

The Executive Director will be appointed by the Board of Directors from among qualified candidates from the Christian Faithful – religious, laity, or cleric. The President may appoint a Search Committee to design a process for recruiting and appointing an Executive Director. The Board of Directors must approve the process. The Executive Director is an ex officio member of the Board of Directors as per Article 6.2.

10.2 Responsibilities of the Executive Director

The responsibilities of the Executive Director shall be outlined in the Policies and Procedures of the Federation.

10.3 Accountability

The Executive Director is directly accountable to the President of the Board of Directors for the performance of her/his duties.

**ARTICLE XI
AMENDMENT OF THE BYLAWS**

11.1 Amendment

Amendments to these Bylaws are made by the Board of Directors after approval by the CCL-Designated Directors as per Article V herein.

**ARTICLE XII
INDEMNIFICATION**

12.1 General Indemnification

To the extent covered by insurance, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Member, Director, Officer, or employee of the Corporation shall be indemnified by the Corporation against reasonable expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding had no reasonable cause to believe his or her conduct was unlawful.

12.2 Defense Costs

Any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Member, Director, Officer, or employee of the Corporation, shall be indemnified by the Corporation against reasonable expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

12.3 Expenses

Expenses incurred in defending a civil or criminal action suit or proceeding described in either Section 12.1 or 12.2 above, may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized (1) by the Board by a majority vote of a quorum consisting of Directors not parties to such action, suit or proceeding, or (2) if such quorum is not obtainable, or even if obtainable, by a quorum of disinterested Directors, pursuant to written opinion by independent legal counsel, or (3) by a majority vote of the Members not parties to the action.

12.4 Additional Rights

The foregoing rights of indemnification shall not affect any other rights to indemnification to which any individual covered by this Article XII may be entitled by contract or otherwise by law, and the foregoing rights of indemnification shall inure to the benefit of the heirs, executors and administrators of such persons.

ARTICLE XIII CONFLICT OF INTEREST

13.1 Conflict of Interest

Any Member, Director, officer, key employee or committee member have an existing or potential interest in a contract or other transaction presented to the Members of the Board of Directors or a committee thereof or to the Corporation's administration for deliberation, authorization, approval or ratification, or any such person who reasonably believes such an interest exists in another such person, shall make immediate and complete disclosure of the interest to the Board or committee or appropriate corporation officer prior to its acting on such contract or transaction. The interested party is required to disclose the nature and extent of his or her interest and any relevant and material facts, known to him or her, about the contract or transaction which might reasonably be construed to be adverse to the Corporation's interest.

Board Determination The interested party shall not have a vote on the contract or transaction in which a conflict of interest has been identified. The body to which such disclosure is made shall determine by majority vote whether the disclosure requires that the non-participation provisions below must be observed. If so, such person shall not exert any influence on, or participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to, such contract or transaction.

- (a) The Board by majority vote of non-interested persons shall determine whether the interested party may be counted in determining the existence of a quorum at any meeting where the contract or transaction under discussion is being voted upon.
- (b) The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the exclusion from voting and participation, and whether a quorum was present.

13.2 Board Policies

The Members, Directors, officers, key employees and other persons engaged in governing and managing this Corporation have a fiduciary responsibility to this Corporation. Therefore, the Board shall adopt a conflict of interest policy requiring:

- (a) Periodic statement from Members, Directors, officers and key employees that disclose any existing or potential conflicts of interest;
- (b) Corrective and disciplinary action with respect to violations of such policies; and
- (c) For the purpose of this section a person shall be deemed to have an “interest” in a contract or other transaction if he or she is the party or one of the parties contracting or dealing with the Corporation, or if he or she is a Member, Director, officer or key employee or has significant financial or influential interest in the entity contracting or dealing with the Corporation, or if he or she is otherwise reasonably likely to gain a significant financial or other personal benefit if the contract or transaction is approved.

13.3 Director Disclosure

A Director shall:

- (a) disclose any transaction with the Corporation which would result in any benefit to himself/herself or his/her immediate family or any entity in which he/she holds a significant financial, ownership or other interest and refrain from participation in any action on such matter except upon approval of the Board after full and frank disclosure;
- (b) disclose any business opportunity which is within the scope of the activities of the Corporation and refrain from exploiting such opportunity except upon written approval of the Corporation; and
- (c) refrain from utilizing any inside information as to the business activities of the Corporation for the benefit of himself/herself, his/her immediate family or any entity with which he/she may be associated.

**ARTICLE XIV
GENERAL PROVISIONS**

14.1 Checks and Drafts, etc.

All checks, drafts, or other orders for payment of money, notes or other evidence of indebtedness issued in the name of or payable to the Corporation and any and all securities owned or held by the Corporation requiring a signature for transfer shall be signed or endorsed by such person and in such manner as from time to time shall be determined by the Board of Directors.

14.2 Execution of Contracts

The Board of Directors, except as in these Bylaws or otherwise provided, may authorize an officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances, and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount.

14.3 Compensation of Directors

Those serving as Directors on the Board of Directors, except the Executive Director, shall serve without compensation. Directors shall be entitled to receive such reasonable compensation for professional services rendered and reimbursement for travel expenses as determined by the President of the Board on a case-by-case basis, provided the Board Members have made full disclosure in accordance with Article XIV of these Bylaws.

14.4 Inspection of Corporate Records

The books of account, and minutes of proceedings of the Members of the Federation and the Board of Directors shall be open to inspection upon the written demand of any Member or Director at any reasonable time.

14.5 Seal

The Corporation may have a corporate seal, and the same shall have inscribed thereon the name of the Corporation, the date of its incorporation, and the word "Pennsylvania."

**ARTICLE XV
DISSOLUTION**

15.1 Corporate Dissolution

In the event the Corporation is dissolved and liquidated, the Board of Directors shall, after paying or making provisions for payment of all the liabilities of the Corporation, distribute the corporate property and assets to such organization or organizations as in their judgment have purposes most closely allied to this Corporation; provided, however, that the transfer organization or organizations shall then be a qualified income tax exempt charitable organization within the meaning of Section 501©(3) and Section 170(B)(1)(A) other than in clauses (vii) and (viii) of the Internal Revenue Code or their successor provisions; shall have been in existence and so described for a continuous period of at least sixty (60) calendar months; and shall also be an organization contributions to which are deductible under Sections 170, 2055 and 2522 of the Internal Revenue Code or successor provisions. Any of the property or assets not so distributed shall be disposed of by the Court having jurisdiction of the dissolution and liquidation of a Pennsylvania not for profit corporation exclusively to such charitable organization or organizations as are then qualified income tax exempt organizations as defined above.

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