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in the office of the Secretary of State
of the State of California

JUN 17 2003

Kevin Shelley
KEVIN SHELLEY, Secretary of State

AGREEMENT OF MERGER

**BETWEEN THE CATHOLIC YOUTH ORGANIZATION
OF THE ARCHDIOCESE OF SAN FRANCISCO, and**

CATHOLIC CHARITIES OF THE ARCHDIOCESE OF SAN FRANCISCO,

This agreement of merger ("Agreement") dated March 27, 2003 is between The Catholic Youth Organization of the Archdiocese of San Francisco, a California nonprofit public benefit corporation ("Disappearing Corporation"), and Catholic Charities of the Archdiocese of San Francisco, a California nonprofit public benefit corporation ("Surviving Corporation").

WHEREAS, the parties intend by this Agreement to set forth the terms and conditions of a merger, subject to approvals as required by law and by the articles and bylaws of the parties,

NOW THEREFORE, the parties covenant, represent and agree as follows:

1. Surviving Corporation is a California public-benefit nonprofit corporation, with no members.

2. Disappearing Corporation is a California public-benefit nonprofit corporation with no members except the board of Trustees.

3. **Effective date:** When all applicable laws have been complied with and all necessary authorizations, approvals or consents have been received, a copy of this Agreement, together with an officer's certificate of each constituent corporation, shall be submitted by Surviving Corporation to the California Secretary of State for filing. This merger shall become effective on the later of the date of filing or 12:01 a.m., July 1, 2003. The date on which the merger becomes effective is referred to in this Agreement as the "Effective Date."

4. **Approvals and Consents:** This merger is subject to receipt of the approval of any person or persons required by law or by the articles or bylaws of Surviving Corporation or of Disappearing Corporation or needed to gain or maintain Surviving Corporation's tax-exempt status. If such approval or approvals are not obtained, this Agreement is to be terminated as provided in paragraph 8.

5. **Statement of Merger:** It is agreed by the parties that on the Effective Date, as determined herein, Disappearing Corporation shall be merged into Surviving Corporation, the corporate existence of Surviving Corporation shall continue, and the separate existence of Disappearing Corporation shall cease. The corporate identity, existence, purposes, powers, rights, and immunities of Disappearing Corporation shall be

merged into and vested in Surviving Corporation and except as otherwise provided in this Agreement, the corporate identity, existence, name, purposes, powers, rights, and immunities of Surviving Corporation shall continue unaffected and unimpaired by the merger. The name of Surviving Corporation shall be changed to Catholic Charities CYO of the Archdiocese of San Francisco.

Surviving Corporation shall be subject to all Disappearing Corporation's debts, liabilities, and trust obligations in the same manner as if Surviving Corporation had itself incurred them, and all rights of creditors and all liens and trust obligations on or arising from the property of each constituent corporation shall be preserved unimpaired, as long as such liens and trust obligations on the property of Disappearing Corporation, if any, shall be limited to the property affected by such liens and obligations immediately before the Effective Date.

6. Articles and Bylaws

(a) Surviving Corporation's articles of incorporation shall be amended as of the Effective Date to read as set forth in Exhibit "A" hereto, which is incorporated herein by this reference.

(b) Surviving Corporation's bylaws shall be amended as of the Effective Date to read as set forth in Exhibit "B" hereto, which is incorporated herein by this reference.

7. Effect of Merger on Memberships: The Surviving Corporation has no members; the Disappearing Corporation has no members except the members of the Board, which constitute the sole class of membership of the Disappearing Corporation. On the Effective Date, the Disappearing Corporation's memberships shall be terminated

8. Termination or Abandonment: This Agreement may be terminated and the merger abandoned at any time before the Effective Date by the mutual consent of the respective boards of directors of Disappearing Corporation and of Surviving Corporation, with the specific written approval of the then-current incumbent Roman Catholic Archbishop of San Francisco.

9. Amendments to Agreement: This Agreement may be amended by the boards of directors of the constituent corporations, except that any amendment that would change any principal term of the Agreement must be approved in writing by the incumbent Roman Catholic Archbishop of San Francisco and subject to any other approvals required by law.

10. Governing Law: This Agreement and any dispute arising from the relationship between the parties to this Agreement shall be governed by California law.

11. Entire Agreement: This Agreement constitutes the entire agreement of the parties, superseding any prior written or oral agreements between them on the same subject.

In witness whereof, Disappearing Corporation and Surviving Corporation have executed this Agreement on the day and year first above written.

CATHOLIC CHARITIES OF THE
ARCHDIOCESE OF SAN FRANCISCO

By: *William J. Levada*
William J. Levada
President

By: *Kathryn Parish-Reese*
Kathryn Parish-Reese
Secretary

THE CATHOLIC YOUTH
ORGANIZATION OF THE
ARCHDIOCESE OF
SAN FRANCISCO

By: *William J. Levada*
William J. Levada
President

By: *Kathryn Parish-Reese*
Kathryn Parish-Reese
Secretary

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CATHOLIC CHARITIES CYO OF THE ARCHDIOCESE OF SAN FRANCISCO**

A California Nonprofit Public Benefit Corporation

1. The name of this corporation shall be Catholic Charities CYO of the Archdiocese of San Francisco.
2. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Law for public and charitable (including social welfare) purposes.
3. The specific purpose of this Corporation shall be to carry on religious and charitable (including social welfare) activities and to carry on other activities associated with this goal as allowed by law, including without limitation:
 - a. To serve and advocate for the poor, the sick, the distressed, children, youth, families, immigrants and seniors, regardless of their faith;
 - b. To provide opportunities for healthy growth and development for children and youth;
 - c. To advocate in the public policy arena, within the limits set forth by law for tax-exempt organizations, for the poor, the vulnerable and the marginalized in our society;
 - d. To promote the social teachings of the Roman Catholic Church, and specifically the Gospel values of charity, justice and human dignity in the organization and its programs;
 - e. To enlist the entire Church in service and advocacy for the poor, the vulnerable and the marginalized; and
 - f. To have and exercise such other rights and powers which are necessary or incidental to the foregoing purposes and powers or which now are or hereafter may be conferred upon non-profit corporations by the General Non-Profit Corporation Law of the State of California, as such law is now in effect or may at any time hereafter be amended.
4. This Corporation is organized exclusively for religious and charitable (including social welfare) purposes within the meaning of Internal Revenue Code § 501(c)(3) or the corresponding provision of any future United States internal revenue law. Despite any other provision in these articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this Corporation, and the Corporation shall not carry on any other

activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code section 170(c)(2) or the corresponding provision of any future United States internal revenue law.

5. (a) No substantial part of the activities of this Corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation; this Corporation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

(b) All corporate property is irrevocably dedicated to the purposes set forth in Article 2. No part of the net earnings of this Corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.

(c) On the winding up or dissolution of this Corporation, after paying or adequately providing for the debts, obligations, and liabilities of the Corporation, the remaining assets of this Corporation shall be distributed to such organization (or organizations) organized and operated exclusively for religious and charitable (including social welfare) purposes that has established its tax-exempt status under Internal Revenue Code section 501(c)(3) (or corresponding provisions of any future federal internal revenue law).

6. The number of directors of this Corporation shall be as set forth in the Bylaws, provided that the Roman Catholic Archbishop of San Francisco shall be a director if he agrees to serve as such; however, in such event, he shall have the right to resign at any time. In case of a vacancy in the office of such Archbishop, the person who, for the time being, shall be the administrator of said Archdiocese, by virtue of such office, shall be one of said directors until the vacancy in said office of Archbishop shall be filled, provided that such administrator also agrees to serve as such director; however, in such event, he also shall have the right to resign at any time. Subject to the foregoing, said Archbishop (or said Archdiocesan administrator during any vacancy in the incumbency of the office of said Archbishop) shall have the right in his discretion to confirm or reject the appointment of each other director of this Corporation, and all directors shall at all times serve at the pleasure of the Archbishop.

7. The provisions of these Articles may not be changed, amended or deleted without the approval of current incumbent Roman Catholic Archbishop of San Francisco or, in case of vacancy in the office of Archbishop, the person who, for the time being, shall be the administrator of the Roman Catholic Archdiocese of San Francisco until the vacancy in said office of Archbishop be filled.

8. This Corporation shall have no members.

BYLAWS
OF
CATHOLIC CHARITIES CYO
OF THE ARCHDIOCESE OF SAN FRANCISCO

Article I
General

1. The name of this Corporation is Catholic Charities CYO of the Archdiocese of San Francisco.

2. The principal office for the transaction of the activities and affairs of this Corporation is located at 2255 Hayes Street, Fourth Floor, San Francisco, California. The Board of Directors may change the location of the principal office. Any such change of location must be noted by the Secretary on these By-Laws opposite this Section; alternatively, this Section may be amended to state the new location. The Board may at any time establish branch or subordinate offices at any place or places where this Corporation is qualified to conduct its activities.

3. The specific purpose of this corporation shall be to carry on religious and charitable (including social welfare) activities and to carry on other activities associated with this goal as allowed by law, including without limitation:

(a) To serve and advocate for the poor, the sick, the distressed, children, youth, families, immigrants and seniors, regardless of their faith;

(b) To provide opportunities for healthy growth and development for children and youth;

(c) To advocate in the public policy arena, within the limits set forth by law for tax-exempt organizations, for the poor, the vulnerable and the marginalized in our society;

(d) To promote the social teachings of the Roman Catholic Church, and specifically the Gospel values of charity, justice and human dignity in the organization and its programs;

(e) To enlist the entire Church in service and advocacy for the poor, the vulnerable and the marginalized; and

(f) To have and exercise such other rights and powers which are necessary or incidental to the foregoing purposes and powers or which now are or hereafter may be conferred upon non-profit corporations by the General Non-Profit Corporation Law of

the State of California, as such law is now in effect or may at any time hereafter be amended.

4. (a) No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation; this corporation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

(b) All corporate property is irrevocably dedicated to the purposes set forth in Article I. No part of the net earnings of this corporation shall inure to the benefit of any of its Directors, trustees, officers, private shareholders or members, or to individuals.

(c) On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization (or organizations) organized and operated exclusively for religious and charitable (including social welfare) purposes that has established its tax-exempt status under Internal Revenue Code section 501(c)(3) (or corresponding provisions of any future federal internal revenue law).

5. This corporation shall have no voting members within the meaning of the Nonprofit Corporation Law.

6. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

7. As used in these bylaws, the term "Archbishop" shall mean the current incumbent Roman Catholic Archbishop of San Francisco or, in case of a vacancy in the office of Archbishop, the person who, for the time being, shall be the administrator of the Roman Catholic Archdiocese of San Francisco until the vacancy in said office of Archbishop be filled.

Article II Board of Directors

Section A: Members

1. **Number of Directors:** The Board of Directors of the Corporation shall consist of no fewer than 21 and no more than 35 Directors, provided that the Archbishop shall, by virtue of his office, always be one of said Directors.

2. Qualification and Appointment of Directors:

(a) The Board of Directors shall appoint a standing Nominating Committee, which shall make recommendations to the Executive Committee concerning possible candidates to serve on the Board or to fill such vacancies on the Board as may then exist. The Executive Committee shall forward the names of such persons whom it considers acceptable to the Archbishop for consideration and approval. The names of nominees who are duly approved by the Archbishop shall be provided to the full Board, which shall by majority vote then appoint Directors from among the persons approved by the Archbishop.

(b) Notwithstanding any other provision of these Bylaws, the Archbishop shall be deemed to be the person entitled to designate each Director within the meaning of California Corporations Code § 5220 and 5222, as the same may hereafter be amended, and continuing approval of the Archbishop shall be deemed to be a qualification for each Director within the meaning of California Corporations Code § 5151 as the same may be hereafter amended. Every Director shall serve at the pleasure of the Archbishop.

(c) Membership on the Board of Directors shall be confined to persons who respect and do not contravene, in word or by public or private example, the teachings, philosophy and ethics of the Roman Catholic Church, as determined by the Archbishop in his sole discretion.

(d) Directors shall serve without compensation, provided, however, that the Board, by resolution adopted by a majority of the Directors then in office, may provide for such reimbursement of expenses incurred by any Director in direct service to the Corporation as the Board may deem just and reasonable as to the Corporation at the time that the resolution is adopted.

3. Vacancies, Removal and Resignation:

(a) The Board may, with the approval of the Archbishop, declare vacant the office of any Director who has been declared of unsound mind by a final order of a court, or convicted of a felony, or upon the determination of the Board that the Director has been absent, without excuse from the President, from more than three consecutive regular meetings of the Board.

(b) The Board may, with the prior approval of the Archbishop, remove any Director from office with or without cause. The Archbishop may remove any Director with or without cause, at any time.

(c) Any Director, except the Archbishop, who does not attend three successive board meetings without leave granted by the President will automatically be

removed from the board; provided that the Archbishop or the Board by resolution of the majority of Board Members, may reinstate a Director who has missed three meetings.

(d) Any Director may resign by giving written notice to the Chairman of the Board, or to the President or to the Secretary of the Corporation. 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, successors shall be appointed according to the selection and appointment procedure set forth herein, to take office as of the date when the resignation becomes effective.

(e) A vacancy on the Board of Directors shall be deemed to exist at the occurrence of any of the following:

(i) The death, resignation, or removal of any Director;

(ii) The declaration by resolution of the Board of Directors of a vacancy with respect to any Director in accordance with these Bylaws;

(iii) The failure of the Board, at any meeting of the Board at which any Director is to be elected, to elect the Director to be elected at such meeting;

(iv) The number of current Directors is less than the minimum number required by these Bylaws.

4. Term of Office: Members of the Board of Directors shall hold office for a term of three (3) years, or until a successor Director has been designated and qualified, with staggered terms, and may serve a maximum of three consecutive terms provided, however, that Directors may serve more than three consecutive three-year terms with the prior approval of the Archbishop. Notwithstanding the foregoing, the Archbishop shall not be limited in the number of consecutive terms he may serve.

5. Limitation on Interested Directors: No more than 49 percent of the persons serving on the Board of Directors may be "interested persons." An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; and (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 such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the Corporation.

6. Indemnification:

(a) The Corporation may defend and indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an Officer, Director or agent of this Corporation, or is or

was serving at the request of this Corporation as a Director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, or other enterprise, against expenses, judgment, fines, settlements, and other amounts in connection with such proceeding, to the fullest extent permitted under the Nonprofit Corporation Law of the State of California.

(b) On written request to the Board by any person seeking indemnification under California Corporations Code § 5238(b) or section 5238(c), the Board shall promptly decide whether the applicable standard of conduct set forth in said sections has been met. In determining whether defense and indemnification are available to the Director, Officer or agent of this Corporation under California law, the determination as to whether the applicable standard of conduct set forth in Section 5238 of the California Corporations Code or other provision of the California Nonprofit Corporation law has been met shall be made by a majority vote of a quorum of Directors who are not parties to the proceeding. If the number of Directors who are not parties to the proceeding is less than two-thirds of the total number of Directors seated at the time the determination is to be made, the determination as to whether the applicable standard of conduct has been met shall be made by the court in which the proceeding is or was pending. The defense and indemnification provided herein shall not be deemed exclusive of any of the rights to which those defended and indemnified may be entitled, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(c) The Corporation shall have the power to purchase and maintain insurance on behalf of any Director, Officer or agent of the Corporation, for any liability asserted against or incurred by the Director, Officer or agent in any such capacity or arising out of the Director's, Officer's or agent's status as such, whether or not the Corporation would have the power to defend and indemnify the agent against such liability under subparagraph (a) above; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any Director, Officer or Agent of the Corporation for any self-dealing transactions, as described in Section 5233 of the California Corporations Code or other provision of the California Nonprofit Corporations law.

7. Records and Reports:

(a) The Corporation shall keep at its principal executive office the original or a copy of the Articles and Bylaws as amended to date.

(b) The accounting books, records, and minutes of the proceedings of the Board of Directors and any committee(s) of the Board of Directors shall be kept at such place or places designated by the Board, or in the absence of such designation, at the principal office of the Corporation. The minutes shall be kept in written or typed form, and the accounting books shall be kept in either written or typed form or in any other form capable of being converted into written, typed or printed form.

(c) Every Director shall have the right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Corporation. This inspection by a Director may be made in person or by an agent or attorney.

B. Meetings

1. **Regular Meetings:** Regular meetings of the Board of Directors of the Corporation shall ordinarily be held six times per year, but in no event less than four times per year, at any place within or outside of California that has been designated by resolution of the Board or in the notice of the meeting, or, if not so designated, at the principal office of the Corporation.

2. **Special Meetings:** Special meetings of the Board of Directors may be called at any time by the President of the Corporation, or by any five (5) Directors, by written order directed to the Secretary. Notice of a special meeting shall be given by the Secretary to the Directors either personally or by written notice directed to them at their respective addresses, not less than two (2) days prior to the date of such meeting. The attendance of any member of the Board at any such meeting shall constitute a waiver of notice of such meeting.

3. Quorum, Notice, and Effectiveness of Meetings:

(a) A quorum for the transaction of business of the Board of Directors shall consist of a majority of the members of the Board of Directors then serving, subject, however, to the power of a lesser number to adjourn any meeting from day to day and/or to do any other act or thing, which any law of California in force at the date of such meeting may permit a number less than a quorum to do. Members may attend meetings by telephone provided that all Members attending the meeting either in person or telephonically, shall be able to hear and address all other Members attending the meeting, and Members attending telephonically shall be counted as present for purposes of determining a quorum.

(b) Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another 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.

(c) Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (i) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (ii) approval of certain transactions between corporations having common Directorships, (iii) creation of and appointments to committees of the Board, and (iv)

indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

(d) Any action that the Board is required or permitted to take may be taken without a meeting if all Directors consent in writing to the action; provided, however, that the consent of any Director who has a material financial interest in a transaction to which the Corporation is a party and who is an "interested director" as defined in California Corporations Code section 5233 shall not be considered for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

Section C: Powers of the Board of Directors

1. General Powers: Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the Articles of Incorporation or these By-Laws, and in accordance with the religious principles of the Roman Catholic Church, the Corporation's activities and affairs shall be managed and all corporate powers shall be exercised by or under the direction of the Board. Specifically the Board of Directors shall have the power:

(a) To conduct, manage, and control the affairs and the business of the Corporation, and to make such rules and regulations, not inconsistent with the laws, rules, regulations and/or discipline of the Roman Catholic Church, the Articles of Incorporation and/or these By-Laws, as it may deem necessary or proper for the guidance of the Officers and employees of the Corporation and for the management of its affairs. The Archbishop shall have full and unrestricted power and authority to determine whether actions of the Corporation or any of subdivisions, Directors, employees or agents, are consistent with the laws, rules, regulations and/or discipline of the Roman Catholic Church.

(b) To establish fiscal policy and procedures for the Corporation.

(c) To hire and fire the Executive Director, subject to the authority and approval of the Archbishop as set forth herein.

(d) To do any and/or all things, which by the laws of the State of California, now in force or hereafter amended, the Articles of this Corporation or these Bylaws, may lawfully be done by the Board of Directors of a corporation of the character of this Corporation.

2. Limitations on Power: The Board of Directors shall from time to time, and subject to the express approval of the Archbishop, adopt and maintain in effect resolutions that specify the limits of the authority beyond which the Board of Directors

may not act without the express approval of the Archbishop or another canonical Ordinary of the Archdiocese of San Francisco, if any, who is then a member of the Board of Directors, to alienate assets of the Corporation, incur indebtedness on behalf of the Corporation or enter into leases for real property of the Corporation. The Board of Directors shall not

(a) Amend the Articles of Incorporation or these By-Laws,

(b) Sell assets in excess of amounts specified from time to time by the resolution described in this paragraph;

(c) Incur capital indebtedness in excess of amounts specified from time to time by the resolution described in this paragraph;

(d) Enter into leases for real property for periods of time in excess of such periods specified from time to time by the resolution described in this paragraph;

except with the express prior approval of the Archbishop or another canonical Ordinary of the Archdiocese of San Francisco, if any, as shall then be a member of the Board of Directors. Such consent shall be evidenced by said Archbishop or other Ordinary being present at the meeting of the Directors that exercised said authority and having voted in favor of such action or, if said Archbishop or other Ordinary was not present at the meeting of the Directors which exercised said authority, providing subsequent written assent to the action of the Directors.

Section D: Duties of the Board of Directors

1. It shall be the duty of the Board of Directors:

(a) To cause a complete record of all its acts and proceedings to be kept in a permanent book.

(b) To present, at the annual meeting of the Board of Directors of the Corporation a statement showing the assets and liabilities of the Corporation, a statement of income and expenses for the year, and the condition of its programs and financial affairs generally, and to exercise fiduciary responsibility for the financial well-being of the Corporation, including approval of the annual budget, monitoring of monthly financial statements, and approval of financial audits.

(c) To establish parameters for the duties and functioning of the Executive Director and staff.

(d) To supervise and direct all Board committees and subcommittees, staff and auxiliaries of the Corporation, and to see that their duties are properly performed.

(e) To fill vacancies on the Board of Directors, subject to the authority and approval of the Archbishop as set forth herein.

(f) To raise funds for the Corporation.

(g) To provide liaison with the broader community outside the Corporation.

Section E: Executive Committee

1. **Membership:** The Corporation shall have an Executive Committee of the Board of Directors, which shall consist of the Chairman of the Board, President, Secretary, Treasurer, and the Chairs of any Standing Committees of the Board as shall then exist who are then Members of the Board, or if no such chairs are Members of the Board, then three other Board Members who are to be elected by the Board. The Executive Director shall serve as a non-voting member of the Executive Committee by virtue of his office. Notwithstanding any other provision of these Bylaws, membership on the Executive Committee shall be subject to the approval of the Archbishop and all members of the Executive Committee shall serve at the pleasure of the Archbishop.

2. Powers and Duties:

(a) Subject to the provisions of law, the Articles of the Corporation and/or these By-Laws applicable to the Board of Directors, the Executive Committee shall have the duties and powers set forth herein and such further powers and authority to act between meetings of the Board as shall be delegated to it by the Board. In such cases, the Executive Committee shall have the power to do any and/or all things which by the laws of the State of California now in force or hereafter amended, may lawfully be done by the Board of Directors of a corporation of the character of this Corporation.

(b) Notwithstanding the foregoing, and regardless of any resolution of the Board of Directors, the Executive Committee shall not have the power to:

(i) Fill vacancies on the Board of Directors or on any committee;

(ii) Amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws;

(iii) Amend or repeal any resolution of the Board of Directors;

(iv) Designate any other committees of the Board or appoint the members of any committee;

(v) Approve any transaction (a) to which the Corporation is a party and as to which one or more Directors has a material financial interest; or (b) between the

Corporation and one or more of its Directors or between the Corporation and any corporation or firm in which one or more of its Directors has a material financial interest;

(vi) Hire or fire the Executive Director

(vii) Do any act that is forbidden to the Board of Directors by law, the Articles of Incorporation or these Bylaws, or any act reserved by the Articles of Incorporation or these Bylaws to the Archbishop or to another canonical Ordinary of the Archdiocese of San Francisco.

3. **Meetings:** Regular meetings of the Executive Committee shall be at such regular intervals as shall be prescribed by the President. Special Meetings of the Executive Committee may be called at any time by the Chairman of the Board or the President. Notice of a special meeting of the Executive Committee shall be given to the members of said Committee by written first-class notice directed to them at their respective addresses not less than two (2) days prior to the date of such meeting or four hours notice if notified personally by telephone, fax, or e-mail. The attendance of a member of the Executive Committee at any meeting (or participation in any decisions made therein by way of telecommunication network) shall constitute a waiver of notice of such meeting. Executive Committee members may participate in meetings by conference telephone or similar communication equipment, provided that all members participating can hear each other.

Section F: Standing and *Ad Hoc* Committees

1. **Establishment:** The Board shall establish standing Development, Finance/Audit, Nominating, Human Resources, and Program Committees and specific program committees including those which may be recommended from time to time by the Executive Director. The Board may establish any *ad hoc* committees, with the approval of the Archbishop, as it may deem helpful in carrying out its work or the work of the Corporation.

2. **Membership:** The Nominating Committee of the Board of Directors shall make recommendations to the Executive Committee concerning candidates to serve on standing, temporary or *ad hoc* committees of the Board or to fill vacancies on such committees. Membership on such committees shall not be limited to Members of the Board. The Executive Committee shall forward the names of such persons whom it considers acceptable to the Archbishop for consideration and approval. The names of nominees who are duly approved by the Archbishop shall be provided to the full Board, which shall by majority vote then appoint committee members from among the persons approved by the Archbishop. Notwithstanding this or any other provision of these Bylaws, the committee members other than the Archbishop shall be subject to the approval, prior to appointment, of the Archbishop in his sole discretion and shall serve at his pleasure.

3. Powers and Duties:

(a) Subject to the provisions of law, the Articles of the Corporation and/or these By-Laws applicable to the Board of Directors, standing and *ad hoc* committees shall be advisory to the Board of Directors and shall have such additional duties and powers as shall be delegated to them by the Board; provided, however, that members of committees who are not members of the Board shall have none of the rights or powers of Board Members, and shall not be entitled to vote on matters subject to Board approval.

(b) Notwithstanding any other provision of these Bylaws, and regardless of any resolution of the Board of Directors, no Standing or *ad hoc* Committee shall have the power to:

- (i) Fill vacancies on the Board of Directors or on any committee;
- (ii) Amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws;
- (iii) Amend or repeal any resolution of the Board of Directors;
- (iv) Designate any other committees of the Board or appoint the members of any committee;
- (v) Approve any transaction (a) to which the Corporation is a party and as to which one or more Directors has a material financial interest; or (b) between the Corporation and one or more of its Directors or between the Corporation and any corporation or firm in which one or more of its Directors has a material financial interest;
- (vi) Hire or fire the Executive Director
- (vii) Do any act that is forbidden to the Board of Directors by law, the Articles of Incorporation or these Bylaws, or any act reserved by the Articles of Incorporation or these Bylaws to the Archbishop or to another canonical Ordinary of the Archdiocese of San Francisco.

ARTICLE III **Officers**

Section A: Officers of the Corporation

1. The officers of the Corporation shall be a Chairman of the Board, a President, a Secretary, a Treasurer, and an Executive Director. Neither the Secretary nor the Treasurer may serve concurrently as the President.

2. **Appointment:** The Nominating Committee of the Board of Directors shall make recommendations to the Executive Committee concerning possible candidates to serve as officers of the corporation, for a term of one year. The Executive Committee shall forward the names of such persons whom it considers acceptable to the Archbishop for consideration and approval. The names of nominees who are duly approved by the Archbishop shall be provided to the full Board, which shall by majority vote then appoint officers from among the persons approved by the Archbishop. Notwithstanding this or any other provision of these Bylaws, the officers shall be subject to the approval, prior to appointment, of the Archbishop in his sole discretion and shall serve at his pleasure.

Section B: Chairman of the Board

1. The Archbishop, by virtue of his office, shall always be the Chairman of the Board of Directors of this Corporation, as long as he elects to serve as a Director and/or as Chairman of the Board.

2. The Chairman of the Board shall, if present, preside at all meetings of the Board of Directors and perform and exercise such other powers and duties as may be authorized from time to time by the Board of Directors or prescribed by these By-Laws.

3. The Chairman of the Board shall have the power, by written order directed to the Secretary, to call special meetings of the Board of Directors or its Executive Committee, whenever he may deem it necessary or proper to do so.

Section C: President of the Corporation

1. The President of the Corporation shall, under the guidance of the Chairman of the Board, exercise general policy direction of the affairs of the Corporation, except for those matters reserved by Law, by these By-Laws, by the Articles of Incorporation or by the Canon Law doctrines and customs of the Roman Catholic Church to the Chairman of the Board, the Archbishop or to other canonical authority. In the absence of the Chairman of the Board, the President shall preside over all meetings of the Board of Directors.

2. The President shall have the power, by written order directed to the Secretary, to call special meetings of the Board of Directors or its Executive Committee, whenever she or he may deem it necessary or proper to do so.

Section D: Secretary

1. It shall be the duty of the Secretary of the Corporation to keep a record of the proceedings of all meetings of the Board of Directors and of the Executive Committee.

2. The Secretary of the Corporation shall keep the Corporate Seal of the Corporation and attest, by her or his signature and the Seal of the Corporation, the execution of all conveyances, contracts and other similar writings which shall be

executed in the name of the Corporation by an Officer or the Officers thereof, unless the Board of Directors shall, by resolution, direct otherwise. He or she shall give and serve all notices required by law or by these By-Laws, and shall discharge such other duties as may pertain to his or her office and/or which may be prescribed by the Board of Directors. The Secretary shall cause the books, records and minutes of the proceedings of the Board of Directors, the Executive Committee and any committees of the Board to be kept at such place or places designated by the Board or, in the absence of such designation, at the principle office of the Corporation. The minutes shall be kept in either written or typed form, or in any other form capable of being converted into written, typed or printed form. In the absence of the Secretary or by way of delegation, the duties of the Secretary may be assumed by the Treasurer.

3. Whenever the Chairman of the Board and the President of the Corporation shall be absent or unable to attend to the duties of their respective offices, the Secretary shall act in their stead and have the same powers and duties, excepting those functions reserved in these By-Laws to the Archbishop or to an Ordinary of the Archdiocese of San Francisco.

Section E: Treasurer

1. The Treasurer shall cause to be received all monies belonging to or paid to the Corporation and receipts given therefore, and shall cause to be deposited such monies as the Board of Directors shall direct for deposit with such bank or banks as shall be designated by the Board of Directors and to the credit of an account or accounts in the name of the Corporation.

2. At least once a year, or more often as he or she may be required by the President or the Board of Directors so to do, the Treasurer shall make and file, or cause to be filed in the office of the Corporation, a balance sheet showing its receipt and disbursements during the period covered thereby.

3. The Treasurer of the Corporation shall serve as the Chair of the Finance/Audit Committee.

Section F: Executive Director

1. The Executive Director of the Corporation, who need not be a Member of the Board of Directors, shall carry out the policies adopted by the Board of Directors and, under the general policy direction of the President, shall assume operational responsibility for the Corporation. Notwithstanding the general policy direction of the President, the Executive Director shall report directly to the Board of Directors. He or she shall discharge such other duties as may be required of him or her by law, by these By-Laws, or by resolution duly adopted by the Board of Directors.

ARTICLE IV
Amendment of By-Laws

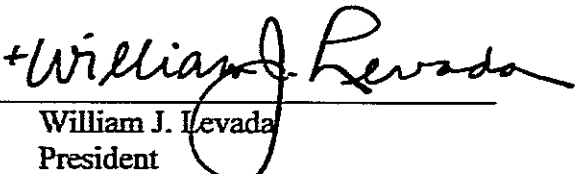
1. These By-Laws may be amended and/or repealed at any regular or special meeting of the Board of Directors provided that such amendment or repeal has the express approval of the Archbishop as set forth herein.

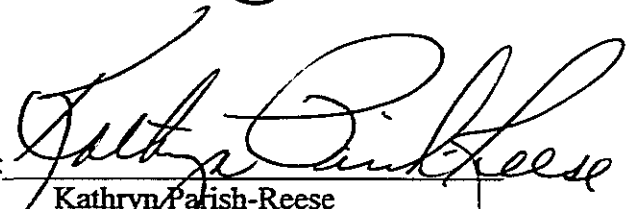
**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER
OF
CATHOLIC CHARITIES OF THE ARCHDIOCESE OF SAN FRANCISCO**

WILLIAM J. LEVADA and KATHRYN PARISH-REESE certify that:

1. They are the president and secretary, respectively, of Catholic Charities of the Archdiocese of San Francisco.
2. The Agreement of Merger in the form attached has been approved by the board of directors of this corporation.
3. The Corporation has no members.
4. The Roman Catholic Archbishop of San Francisco, A (California) Corporation Sole, has approved the Agreement of Merger.
5. No additional approval of the Agreement of Merger is required.
6. The Attorney General of California has been given prior notice of this merger.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

By: 
William J. Levada
President

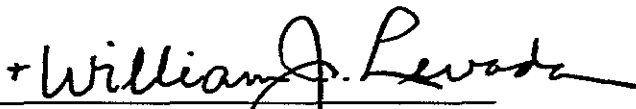
By: 
Kathryn Parish-Reese
Secretary

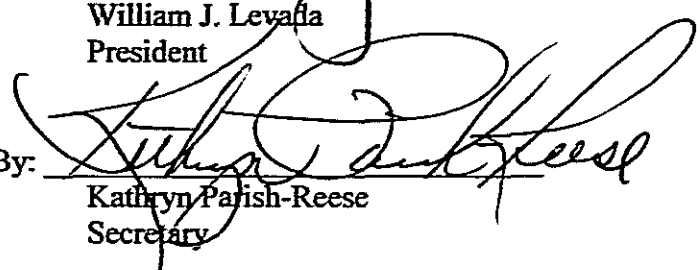
**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER
OF
THE CATHOLIC YOUTH ORGANIZATION
OF THE ARCHDIOCESE OF SAN FRANCISCO**

WILLIAM J. LEVADA and KATHRYN PARISH-REESE certify that:

1. They are the president and secretary, respectively, of The Catholic Youth Organization of the Archdiocese of San Francisco.
2. The Agreement of Merger in the form attached has been approved by the board of directors of this corporation.
3. The principal terms of the Agreement of Merger in the form attached were approved by the unanimous vote of the members of this corporation. There is only one class of members and the total number of members entitled to vote on the merger is 35.
4. The Roman Catholic Archbishop of San Francisco, A (California) Corporation Sole, has approved the Agreement of Merger.
5. No additional approval of the Agreement of Merger is required.
6. The Attorney General of California has been given prior notice of this merger.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

By: 
William J. Levada
President

By: 
Kathryn Parish-Reese
Secretary