

BY-LAWS

OF

CATHOLIC CHARITIES OF LOUISVILLE, INC.

ARTICLE I

Members

SECTION 1. Membership. The sole Member of the corporation shall be the Roman Catholic Bishop of Louisville, a corporation sole.

SECTION 2. Annual Meeting. An annual meeting of the Member of the corporation shall be held within three months after the end of each fiscal year of the corporation at the place designated in the notice of the meeting.

SECTION 3. Annual Report. At the annual meeting of the Member there shall be presented to the Member a financial statement of the corporation as of a date not more than four months prior to the date of the meeting as originally convened.

SECTION 4. Special Meetings. Special meetings of the Member may be called at any time by the President or by a majority of the Board of Directors.

SECTION 5. Notice. Written notice of all meetings shall be given to the Member at least five days prior to the date of such meeting, and in the case of any special meeting the notice thereof shall include a brief statement of the purpose of such meeting.

SECTION 6. Powers of the Member.

The power to act on the following matters enumerated in this paragraph is reserved exclusively to the Member:

- (i) To approve the annual operating and capital budgets of this corporation;
- (ii) To approve any capital or other extraordinary expenditures of this corporation in excess of the amount prescribed from time to time by the Member;
- (iii) To approve any borrowing of this corporation in excess of the amount prescribed from time to time by the Member;
- (iv) To approve the transfer of any assets of this corporation in excess of the amount prescribed from time to time by the Member;
- (v) To elect the directors of this corporation;

(vi) To remove a director of this corporation at will, with or without cause;

(vii) To change the philosophy, objectives and purposes of this corporation;

(viii) To amend or repeal the Articles of Incorporation and By-Laws of this corporation;

(ix) To authorize the sale, transfer, encumbrance of, or undertake the destruction of land and/or buildings owned by this corporation or in which this corporation has equitable or legal title in excess of the amount prescribed from time to time by the Member;

(x) To dissolve or terminate the existence of this corporation and to determine the distribution of assets upon such dissolution or termination in accordance with the provisions of the Articles of Incorporation;

(xi) To approve any merger or acquisition of this corporation; to approve any transfer of substantially all of the assets of this corporation; or to approve any partnership that affects the mission, assets, or resources of the corporation;

(xii) To appoint the chief executive officer of this corporation and to remove the chief executive officer of this corporation after consulting with the Board of Directors.

ARTICLE II

Board of Directors

SECTION 1. Number and Term. The number of directors of the corporation (including ex officio directors) shall be Sixteen (16), or such other number as may be fixed by resolution adopted by the Member. The Chief Executive Officer of the corporation shall be an ex officio member of the Board of Directors. All directors shall be voting directors and shall be considered for quorum purposes. At the first annual meeting called to elect directors, the Member shall elect one-third (rounded to the nearest whole number) of the directors for a term of one year, one-half (rounded to the nearest whole number) of the remaining directors for a term of two years, and the remaining directors for a term of three years. At each annual election of directors thereafter, the successors to the directors whose term expires in that year shall be elected for a term of three years.

SECTION 2. Meetings. An annual meeting of the Board of Directors shall be held each year within 30 days after the annual meeting of the Member. Additional regular meetings may be held at such times as the

Board of Directors determines. Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if consented to *in writing* setting forth the action so taken, and shall be signed by all directors entitled to vote with respect to the subject matter thereto. The notice of any directors meeting may be waived in writing by members of the Board of Directors.

SECTION 3. Quorum. A majority of the whole authorized number of directors shall be necessary to constitute a quorum for a meeting of the directors.

SECTION 4. Vacancies and Removal. Vacancies in the office of director shall be filled by appointment by the Member. A director appointed to fill the vacancy in the office of director shall serve until the next annual meeting of the Member. Any director may be removed at any time by the Member.

SECTION 5. Duties. Subject to the powers reserved under Article I, Section 6, the Board of Directors shall have general supervision of the affairs of the corporation and may make general rules and regulations for the government of the corporation.

SECTION 6. Committees. The Board of Directors may create an executive committee and such other committees as it deems appropriate. Subject to such limitations as the Board of Directors may from time to time prescribe, the executive committee shall have all of the powers of the Board of Directors in the intervals between meetings of the Board, other than that of filling vacancies in any committee of the directors. Each other committee shall have such powers and perform such duties as may be delegated to it by the Board of Directors.

ARTICLE III

Conflict of Interest

No contract or other transaction shall be void or in any way affected or invalidated by the fact that it is between the employees or between the corporation and any other corporation, firm, association or other entity in which one or more of the directors, officers or employees of this corporation are directors, officers, stockholders or otherwise financially interested, provided that:

(1) the material facts as to his or their relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or such members thereof as shall be present at any contract or transaction shall be taken; and (2) at such meeting there is a quorum of directors, without counting the interested directors, and the disinterested directors in good faith reasonably justified by the material facts, authorize the contract or transaction by a majority vote.

ARTICLE IV

Officers

SECTION 1. Number, Title and Election. The officers of the corporation shall be a Chairman, Vice Chairman, Secretary, Treasurer, and Chief Executive Officer who shall be designated as President, and such other officers and assistant officers as the Board of Directors may from time to time determine. Any two offices may be held by the same person. The Chief Executive Officer shall be elected annually by the Member, and all other officers shall be elected annually by a majority vote of the Board of Directors.

SECTION 2. Powers and Duties. Subject to such limitations as may be prescribed from time to time by the Member with respect to the Chief Executive Officer shall have the authority and responsibility to operate the business of the corporation in all its activities and departments, and all other officers shall each have such powers and perform such duties as generally pertain to their respective offices and such further powers and duties as may be conferred from time to time by the Board of Directors. The Chief Executive Officer may be removed at any time by the Member, and any other officer may be removed at any time by a majority vote of the Board of Directors.

SECTION 3. The Board Chairman. The Board Chairman shall preside at the meetings of the Board of Directors and shall be an ex-officio member of all committees. He/She shall, in general, supervise and control all of the business and affairs of the Board, perform all duties incidental to the office of Board Chairman and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 4. Vice Chairman. In the absence of the Board Chairman or in the event of his/her inability or refusal to act, the Vice Chairman shall perform the duties of the Board Chairman, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Board Chairman. The Vice Chairman shall perform such other duties as from time to time may be assigned to him/her by the Board Chairman or by the Board of Directors.

SECTION 5. The Secretary. The Secretary shall record the minutes of the meeting, issue notices of and assist the Board Chairman in preparing the agenda for all meetings, be responsible for the keeping of and reporting on adequate records of all the transactions of the Board, other than financial, furnish to the Member of the corporation all the information requested and, in general, perform all duties incidental to the office of secretary and such other duties as from time to time may be assigned to him/her by the Board Chairman or by the Board of Directors.

SECTION 6. The Treasurer. The Treasurer shall be responsible for all financial records, reports, etc., from any source whatsoever; in general perform all of the duties incidental to the office of Treasurer and such other duties as may be assigned to him/her by the Board Chairman or by the Board.

SECTION 7. The President. The President shall act as the Board's direct representative in the management of the corporation. The President shall be given the necessary authority and be held responsible for the administration of the corporation in all its departments subject only to the policies enacted by the Board of Directors, or by any of its committees to which it has delegated powers to act. More specifically, the qualifications, authority and duties of the President shall be stated in a job summary approved by the Board of Directors.

ARTICLE V

Indemnification

The corporation shall, to the full extent permitted under the Kentucky Nonprofit Corporation Law, indemnify all persons whom it may indemnify pursuant thereto.

ARTICLE VI

Amendment

The Bylaws of the corporation may be amended or repealed only by the Member of the corporation.

Revised 8/31/2011