

BY-LAWS OF PARTNERS WITH LA VICTORIA, INC.

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ARTICLE I - NAME AND LOCATION OF CORPORATION

The name of this Corporation is PARTNERS WITH LA VICTORIA, INC. The principal office is located at 705 E. Brandon Blvd., Brandon, Florida 33511.

ARTICLE II - PURPOSE

The Corporation is organized as a not-for-profit organization exclusively for religious purposes.

Section 1. Purpose. The purposes include:

- A. To build and nurture relationships as partners in Christ with St. Anthony of Padua parish and the community of La Victoria, Dominican Republic, as well as other ministry as the Board of Directors may decide, with an emphasis to serve in the Dominican Republic. To that end, the Corporation will provide for the spiritual and other needs of this ministry. The support intended shall include, but not be limited to:
 - i. empowering people through education, faith, economic development, and the advancement of social justice.
 - ii. encouraging prayerful solidarity between the parishioners of Nativity Catholic church and its community, and St. Anthony of Padua Catholic Church and its community, and all Dominicans;
 - iii. encouraging spiritual growth and mutual support by sponsoring frequent visits between the parishes;
 - iv. exchanging resources and support for religious, developmental, educational, health, and economic purposes.
- B. To establish, receive and maintain a fund or funds for the operational support of the ministry and to that end, the Corporation may take and receive by gift, grant, bequest, devise or otherwise any and all property of any sort or nature, without limitation as to the amount or value, and to manage, administer, invest, reinvest and dispose of the same. The Corporation may also administer other funds, including endowment funds, and may from time to time pay and apply the funds and property of the Corporation, including principal as well as income thereof, for the support of this ministry.
- C. To possess and exercise in general all powers conferred upon corporations by Florida law, as amended from time to time, and in particular to manage the temporal affairs of the Corporation, an outreach ministry of Nativity Catholic Church, which is a parish of the Roman Catholic Church of the Diocese of St. Petersburg, Florida, in such a manner that does not cause undue prejudice to the laws and disciplines of the Roman Catholic Church.
- D. The Corporation is irrevocably dedicated to and operated primarily for religious, and secondarily for charitable, missionary and/or educational purposes in general and in particular for the ministering to the spiritual and temporal needs of people in strict accordance with the teachings, tenets and polity of the Roman Catholic Church and other non-profit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of any individual.
- E. Such other purposes that are authorized under Florida law and Canon law.

- F. In pursuance of the foregoing, the corporation shall operate on a nonprofit and tax-exempt basis.

Section 2. Limitations. Notwithstanding any powers granted to the corporation by its Charter, By-Laws, or by the laws of the State of Florida, the following limitations and powers shall apply:

- A. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting its purpose, and except to the extent that benefits inure to persons in accordance with carrying out the Corporation's religious and charitable purposes as defined in this Section), and no member, trustee or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the Corporation's assets upon dissolution of the Corporation.
- B. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.
- C. The Corporation shall not participate in or intervene (including the publication or distribution of statements) in any political campaign on behalf of (or in opposition to) any candidate for public office.
- D. The Corporation shall not accept donations, gifts or other funds if the purpose would contradict the teachings and tenets of the Catholic Church, as determined in the sole judgment of the Pastor Member of Nativity Catholic Church, Brandon, Florida and provided that such uses do not negatively impact the exempt status of the Corporation.
- E. Upon dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all residual assets of the Corporation to Nativity Catholic Church, provided said organization is in existence and exempt under Section 501(c)(3) of the Code. If, upon the dissolution of the Corporation, Nativity Catholic Church no longer exists or is not exempt under Section 501(c)(3) of the Code, then the Board of Trustees shall distribute the residual assets of the Corporation to the Diocese of St. Petersburg, or such person as may be designated by the Bishop of the Diocese of St. Petersburg, provided said organization is an exempt organization as described under Sections 501(c)(3) and 170(c)(2) of the code or any corresponding sections of any prior or future Code.

ARTICLE III - MEMBERSHIP

Section 1. Pastor Member and Members. The Pastor of Nativity Catholic Church, Brandon, Florida, and his successors in office, including a parochial administrator in the absence, shall be a permanent member of this corporation (Pastor Member). Membership shall consist of the Pastor Member and such other members as the Pastor Member may appoint. The Pastor Member will select members based on the individual's experience with the community of La Victoria. Membership is personal and may not be transferred. Any member may be removed by the Pastor Member with or without cause.

Section 2. Powers Reserved to Pastor Member. The Corporation is an Apostolate of Nativity Catholic Church and as such, the Canon Law requires that certain rights should be reserved to the Pastor, as a member of the Corporation. Therefore, the following rights are specifically reserved to the Pastor Member:

- A. The operation philosophy of the Corporation shall be approved by the Pastor Member and shall be consistent with the teachings and tenets of the Roman Catholic Church.
- B. The Corporation will not be merged or dissolved without the express written approval of the Pastor Member
- C. The borrowing of money for capital purposes.
- D. The purchase, sale, lease (as lessee or lessor), disposition or hypothecation of real property of the Corporation;
- E. The appointment of fiscal auditors;
- F. The election, evaluation, and removal of the Trustees;
- G. The filling of any vacancies which might occur on the Board of Trustees;
- H. The adoption, altering, amending or repealing of the Articles of Incorporation or By-Laws of the Corporation.
- I. The approval of all consolidated capital and operation budgets of the Corporation.
- J. The approval of all disbursements which are in excess of Five Thousand Dollars (\$5,000.00).

ARTICLE IV - MEETINGS OF MEMBERS

Section 1. Place of Meetings. Meetings of the membership shall be held at the principal office or place of business of the Corporation or at such other suitable place convenient to the membership.

Section 2. Annual Meetings. The first annual meeting of the Corporation was held on December 7, 2015. Thereafter, the annual meetings of the Corporation shall be held on such day as the membership shall establish. At such annual meeting, there shall be elected a Board of Trustees in accordance with the requirements of these By-Laws. The membership shall receive

reports from the officers and Trustees as to the activities of the corporation. The membership may also transact such other business of the Corporation as may properly come before the membership/

Section 3. Special Meetings. Special meetings may be called by the President or shall be called by the President as directed by a resolution adopted by the Board of Trustees. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice unless by consent of the membership, either in person or by proxy.

Section 4. Notice of Meetings. It shall be the duty of the Secretary to mail or email a notice of each annual or special meeting, stating the purpose thereof as well as the time and place where it is to be held, to the membership. The mailing of a notice in the manner provided in this Section shall be considered notice served.

Section 5. Quorum. The membership must be present to have a quorum.

Section 6. Proxies. No proxies shall be permitted.

Section 7. Order of Business. The order of business at all meetings of the membership shall be as follows:

- A. Roll Call
- B. Proof of notice of meeting or Waiver of Notice
- C. Reading of minutes of preceding meeting
- D. Reports of officers
- E. Report of Board of Trustees, if present
- F. Report of committees
- G. Election of Trustees
- H. Old business
- I. New business

ARTICLE V - BOARD OF TRUSTEES

Section 1. Number and Qualifications. The affairs of the Corporation shall be governed by a Board of Trustees composed of not less than three (3) persons or more than fifteen (15) persons. The Trustees need not be members of the Corporation, but will have made at least one trip to La Victoria, Dominican Republic. Whenever a vacancy occurs on the Board of Trustees, the membership shall have the right to elect qualified individuals to the Board for their consideration. Trustees shall be noted for their interest in ministry of the Church, particularly in the Diocese of St. Petersburg, and their personal philanthropy, either personally, or through others who are able to contribute to support ministry.

Section 2. Governing Powers. The Board of Trustees shall have all the powers and duties necessary or appropriate for the administration of the affairs of this Corporation and may do all such acts and things as are allowed by law or by the Articles of Incorporation or by these By-Laws directed to be exercised and done by the members; however such powers are expressly subject to the acts are reserved for the Pastor Member under Article III.

Section 3. Election and Term of Office. Trustees shall be elected by the membership and shall hold office until their successors have been elected and qualified.

Section 4. Vacancies. Vacancies in the Board of Trustees caused by any reason other than the removal of a Trustee by a vote of the membership shall be filled by the membership and each person so elected shall fill the unexpired term and shall be a Trustee until a successor is elected by the membership at the next annual meeting.

Section 5. Removal of Trustees. At any annual or special meeting duly called, any one or more of the Trustees may be removed with or without cause by a vote of the membership. A successor Trustee may then and there be elected to fill the vacancy thus created.

Section 6. Compensation. No compensation shall be paid to Trustees for their services, or for their services in any other capacity, or pursuant to any other contractual arrangement whatever. Trustees may be reimbursed for actual expenses incurred by them in the performance of their duties.

Section 7. Annual Meetings. Except as otherwise provided by law, a meeting of the Board of Trustees for the purpose of election of officers and the consideration of any other business that may be properly brought before it shall be held immediately after the annual meeting of the membership, at such place as the board may from time to time determine, and no notice of such meeting shall be necessary.

Section 8. Regular Meetings. Regular meetings of the Board of Trustees may be held at such time and place as shall be determined, from time to time, by a majority of the Trustees. The Board must comply with all applicable rules and procedures of Canon Law before it can act on any item on the agenda. Notice of regular meetings of the Board of Trustees shall be given to each Trustee and Member, personally or by mail, telephone or email, at least three (3) days prior to the day named for such meeting.

Section 9. Special Meetings. Special meetings of the Board of Trustees may be called by the membership of the corporation or the President on three (3) days notice of each Trustee, given personally or by mail, or by electronic means, which notice shall state the time, place and purpose of the meetings. Special meetings of the Board of Trustees shall be called by the President or Secretary in like manner and on like notice on the written request of at least three (3) Trustees.

Section 10. Waiver of Notice. Before or at any meeting of the Board of Trustees, any Trustee may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Trustee at any meeting of the Board shall be a waiver of notice by him of the time and place thereof. If all the Trustees are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting. To the extent permitted by law, any lawful action of the Board of Trustees may be taken without a meeting if written consent to such action is signed by all the Trustees and filed with the minutes of the Board.

Section 11. Quorum. At all meetings of the Board of Trustees, fifty-one percent (51%) of the Trustees shall constitute a quorum for the transaction of business, and the acts of the majority of the Trustees present at a meeting at which a quorum is present shall be the acts of the Board of Trustees, except where a larger number is required by law, Articles of Incorporation, or these By-Laws. If, at any meeting of the Board of Trustees there is less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such

adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

ARTICLE VI - EXECUTIVE COMMITTEE

Section 1. Designation. The Board of Trustees, by resolution adopted by a majority of the entire Board of Trustees may designate two or more Trustees to constitute an Executive Committee. The designation of such Executive Committee, and the delegation of authority herein granted shall not operate to relieve the Board of Trustees or any member thereof of any responsibility imposed on it or him by law. No member of the Executive Committee shall continue to be a member thereof after he ceases to be a Trustee of the Corporation. The Board of Trustees shall have the power at any time to change the number of members of the Executive Committee (which shall never be less than two) to fill vacancies thereon, to change any member thereof, to change the functions or terminate the existence thereof.

Section 2. Powers. During the intervals between meetings of the Board of Trustees, and subject to such limitations as may be provided by law, these By Laws, or by resolution of the Board of Trustees, the Executive Committee shall have and may exercise all the authority of the Board of Trustees in the management of the Corporation. A quorum of the Executive Committee shall be required to approve any unbudgeted disbursements of greater than One Hundred Dollars (\$100.00). The Executive Committee shall make a full report of all actions to the next meeting of the Board of Trustees.

Section 3. Meetings. Meetings of the Executive Committee may be held at such time and place as may be from time to time determined by the Executive Committee upon the giving of notice personally, or by mail, or electronic means at least two (2) days prior to the date of the meeting.

Section 4. Quorum. A majority of the entire Executive Committee shall be necessary to constitute a quorum for the transaction of business, and the act of the majority of the members present at such meeting at which a quorum is present shall be the act of the Executive Committee.

ARTICLE VII - OFFICERS

Section 1. Designation. The principal officers of the Corporation shall be a President, one or more Vice-Presidents, a Secretary, and a Treasurer. Officers need not be members of the Corporation or Trustees. No two offices, except those of Secretary and Treasurer, may be held by the same person.

Section 2. Election of Officers. The President, one or more Vice-Presidents, and Secretary of the Corporation shall be elected annually by the Board of Trustees at its annual meeting and, unless sooner removed by the Board, the officers shall serve for a term of two years and until their successors are elected and shall qualify. Any vacancies occurring these offices shall be filled by the Board of Trustees, from time to time. The Board of Trustees shall appoint such temporary or acting officers as may be necessary during the temporary absence or disability of the regular officers.

Section 3. Removal. Upon an affirmative vote of a majority of the members of the Board of Trustees, the President, one or more Vice-Presidents, and/or Secretary may be

removed, either with or without cause, and his/her successor elected at any regular meeting of the Board of Trustees or at any special meeting called for such purpose.

Section 4. President. The President shall preside at all meetings of the Board of Trustees and shall have all the general powers and duties which are usually vested in the office of President of a corporation, including the power to appoint committees from time to time as the President may deem appropriate to assist in the conduct of the affairs of the Corporation.

Section 5. Vice-President. There shall be one or more Vice-Presidents, as the Board of Trustees shall from time to time determine. In the absence or disability of the President, the First Vice-President, shall perform the duties and exercise the powers of the President. The Vice-Presidents shall also perform such other duties as shall be prescribed by the Board of Trustees.

Section 6. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Trustees, of the membership, and of the Executive Committee. The Secretary shall have custody of the seal of the Corporation, and of such other books and records of the Corporation as the Board of Trustees may provide. The Secretary shall perform the duties and functions customarily performed by the secretary of a corporation together with such other duties as the Board of Trustees may prescribe.

Section 7. Treasurer. The Treasurer shall keep full and accurate account of all receipts and disbursements in books belonging to the Corporation and shall deposit all moneys 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 of Trustees. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Trustees, taking proper vouchers for such disbursements, and shall render an account of all transactions as Treasurer and of the financial condition of the Corporation whenever called upon to do so.

ARTICLE VIII - AMENDMENTS

Section 1. Amendments to these By Laws may be proposed at any regular meeting of the Board of Trustees or at any special meeting called for that purpose. Any proposed amendment shall require an affirmative vote of the Board of Trustees present at a duly constituted meeting and once approved, the recommended change shall be submitted to the membership of the corporation. Any amendment shall not be effective until approved in writing by the Pastor Member of the corporation.

ARTICLE IX - CORPORATE SEAL

Section 1. The Board of Trustees shall provide a suitable corporate seal containing the name of the Corporation, which seal shall be in charge of the Secretary. If so directed by the Board of Trustees, a duplicate seal may be kept and used by the Treasurer or any assistant secretary or assistant treasurer.

ARTICLE X - FISCAL MANAGEMENT

Section 1. Fiscal Year. The fiscal year of the Corporation shall begin on the 1st day of July of every year, except that the first fiscal year of the Corporation shall begin at the date of incorporation. The commencement date of the fiscal year herein established shall be subject to change by the Board of Trustees.

Section 2. Books and Accounts. Books and accounts of the Corporation shall be kept under the direction of the Treasurer of the Corporation.

Section 3. Auditing and Reports. At the closing of each fiscal year, the books and records of the Corporation shall be reviewed. A report shall be completed & distributed to the Board of Trustees and to the membership within 120 days of the close of the fiscal year and shall be filed with the secretary of the corporation. If so required, the President of the Corporation shall cause to be prepared annually a full and correct statement of the affairs of the Corporation, including a balance sheet and financial statement of operations for the preceding fiscal year, which shall be submitted at the annual meeting of the members filed with the Secretary of the Corporation.

Section 4. Obligation to Follow Canon Law. In fulfilling the purposes under Article II, Section 1, the Corporation shall comply with all requirements of Canon law. In the event of any dispute concerning a Canonical issue, such issue shall be submitted to the Bishop of the Diocese of St. Petersburg, Florida, and his decision shall be final, subject only to any appeal rights granted under Canon Law.

Section 5. Fiscal Policies. The Corporation adopts the fiscal policies and procedures of the Diocese of St. Petersburg. In taking such action, the corporation recognizes the need for sound fiscal policies and procedures, including the need for internal controls, and finds the diocesan policies to be reasonable and practical in the mission and ministry of the purpose of this corporation, including the obligation to follow Canon Law. Provided however, that the Pastor Member or in his absence, the Parochial Vicar, shall be the only authorized signatory to the Corporation's checking account.

Section 6. Fidelity Bonds. The Board of Trustees may require that all officers and employees of the Corporation having custody or control of corporate funds furnish adequate fidelity bonds. The premiums on such bonds shall be paid by the Corporation.

ARTICLE XI - INDEMNIFICATION

Section 1. Immunity. The Trustees and Officers shall enjoy immunity from civil liability as provided by Florida Law.

Section 2. Indemnification. The Corporation hereby indemnifies any Trustee or Officer made a party, or threatened to be made a party, to any threatened, pending or completed action, suite or proceeding, whether civil, criminal, administrative or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor brought to impose a liability or penalty on such a person for an action alleged to have been committed by such person in his/her capacity as a Trustee or Officer of the Corporation against judgments, fines, amounts paid

in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of such action, suite or proceeding or any appeal therein, provided however, that such person acted in good faith and there is a reasonable believe that such action was in the best interests of the Corporation, or in a criminal proceeding, that such a person acted without reasonable ground for a belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent shall not in itself create a presumption that any such Trustee or Officer did not act in good faith and with a reasonable belief that such action was in the best interest of the Corporation or that he/she had reasonable grounds for belief that such action was unlawful. The Board of Trustees shall have the sole discretion to determine whether amounts for which a Trustee or Officer seeks indemnification were properly incurred and whether such Trustee or Officer acted in good faith and in a manner he/she reasonably believed to be in the best interest of the Corporation and with respect to a criminal action, he/she had no reasonable grounds for belief that such action was unlawful. The Trustee seeking indemnification shall not be entitled to vote on such issue.