

Amended and Restated Bylaws of  
**SPONSORED MINISTRY A**  
A California Nonprofit Religious Corporation

ARTICLE 1: OFFICES

The principal place of business of the corporation shall be in the Alameda County at 1500 34<sup>th</sup> Avenue, Oakland, CA 94601. The Members of the corporation after consultation with the Board of Directors may designate other places, either within or without the State of California, where other offices may be established and maintained and where corporate business may be transacted.

ARTICLE 11: ORDER OF FRIARS MINOR

This Corporation is an integral subordinate unit and part of the Roman Catholic Religious Order known as the Order of Friars Minor (the "Order"). The Rules, Regulations, Discipline, General Constitutions and Provincial Statutes of the Order (including Provincial Statutes of the Province of Saint Barbara, or the successor entity) (each as amended from time to time and collectively, the "Rules"), are incorporated by reference into these Bylaws. If there is any conflict between the Rules and these Bylaws, the Rules shall prevail, provided that such Rules are not inconsistent with law or the Corporation's Articles of Incorporation (the "Articles"). The Secretary of the Corporation shall keep a copy of the Rules with these Bylaws.

ARTICLE 111: NONPROFIT RELIGIOUS CORPORATION

Section 1: This Corporation is a nonprofit religious corporation and is not organized for the private gain of any person.

Section 2: The property of this Corporation is irrevocably dedicated to religious, educational and charitable purposes. Upon the dissolution or winding up of the Corporation, all of its business, properties and assets remaining after payment of all debts and liabilities, shall be distributed as provided in the Articles.

ARTICLE IV: MEMBERS/TRIJSTEE

Section 1 : The sole voting member of this Corporation (the "Trustee") shall be Franciscan Ministries, Inc., a California nonprofit religious corporation

Section 2: The following powers and duties are reserved to the Trustee:

- 1 . To approve the mission statement of the Corporation, as modified from time to time;
2. To approve a change in the philosophy, objectives, or purposes of the Corporation;
3. To approve any amendment, modification or repeal of the Articles as set forth in Corporations Code Section 5034, provided that the Board of Directors (the "Board") shall also approve any such amendment, modification, or repeal;
4. To approve any amendment, modification, or repeal of these Bylaws as set forth in Corporations Code Section 5034;
5. To appoint and/or remove Directors with or without cause;
6. To appoint the Chair of the Board (the "Chair") in consultation with the Board;
7. To remove the Chair with or without cause;
8. To appoint the Executive Director in consultation with the Board;
9. To remove the Executive Director with or without cause;
10. To approve financial and operating limits of authority for the Board and Executive Director.
- I 1 . To approve annual operating and capital budgets of the Corporation, including any capital campaign, strategic, or other long-range plan;
12. To approve indebtedness incurred on the Corporation's behalf;
13. To acquire, purchase, sell, lease, transfer, or alter the zoning of any real property;
14. To approve a merger, consolidation, or affiliation of this Corporation with another corporation or organization;

15. To approve dissolution or termination of the Corporation and to approve the distribution of assets upon such determination or dissolution;  
and

.16. To exercise all other powers conferred on statutory members by the Arizona Nonprofit Corporation Law, consistent with the Rules.

Section 3: A General Meeting of the Trustee will be held at least annually at such time and place, and under meeting protocols specified by the Rules.

## ARTICLE V: BOARD OF DIRECTORS

Section I: Powers. Subject to applicable laws, and in accordance with the religious principles of the Order, this Corporation's activities, business, and affairs shall be managed, and all corporate powers (except for those specifically reserved to the Trustee in Article IV, Section 2 of these Bylaws) shall be exercised by or under the direction of the Board.

Section 2: Duties. In addition to any other duties imposed by California law or these Bylaws, the Board shall have the following governance and advisory duties:

### 1. Governance Duties:

- a. Implement, uphold, and perpetuate the mission, philosophy and Franciscan Values of the Corporation;
- b. Ensure that Franciscan Values, especially the principles of Catholic social teachings, are evident in the culture and operations of the Corporation;
- c. Serve as stewards of the Corporation in the areas of mission, Franciscan Values, and fiduciary responsibility for the Corporation's assets;
- d. Oversee implementation of Board policies governing the administration of the Corporation, its fiscal activities, physical plant planning, and personnel;

- e. Evaluate the Corporation's programs on a regular basis to determine their effectiveness in light of the organization's mission, Franciscan Values, and service to the community;
  - f. Oversee the Executive Director by:
    - i. Annually assessing his or her performance;
    - ii. Overseeing grievance procedures involving the Executive Director; and
  - g. Establish policy for the Corporation to enable the Executive Director to manage directly the daily operations of the Corporation.
2. Advisory 'Duties:
- a. Nominate and recommend for appointment by the Trustee the following key roles for the Corporation:
    - i. Directors; ii. Chair; and iii. Executive Director;
  - b. Recommend for consideration and approval by the Trustee:
    - i. Annual operating and capital budgets; ii. The Corporation's strategic plan; iii. Financial and operating limits of authority for the Board; and iv. Amendment, modification, or repeal of these Bylaws;
  - c. Advise the Executive Director on issues raised concerning management of the business of the Corporation; and
  - d. Assess the effectiveness of the Board in terms of its commitment to the mission, Franciscan Values, stewardship of the Corporation's assets, and governance and welfare of the Corporation.

Section 3' Number. The number of Directors shall be no fewer than three (3) and no more than twenty-one (21), as established from time to time by resolution of the Board.

Section 4: Nomination and Appointment. Directors shall be appointed by the Trustee. The Board shall either appoint an ad hoc nominating committee or charge a standing committee with responsibility to make nominations to the Board. The nominations shall be proposed to the Board for recommendation to and consideration by the Trustee; provided that the Trustee may appoint Directors, who were not nominated by the Board.

Section 5: Election and Term of Office. Upon appointment by the Trustee, the term of office of each Director is three (3) years. No Director shall hold office for more than three (3) successive terms unless an extension is separately approved for good cause by the Trustee. Each Director shall hold office until expiration of the term for which elected and until a successor is elected and qualified.

Section 6: Resignation. A Director may resign effective upon written notice to the Chair unless such notice specifies a later time for the effectiveness of such resignation. The Chair may submit his/her resignation directly to the Trustee. The acceptance of such resignation shall not be necessary to make it effective. If the resignation is effective at a future time, a successor may be elected before such time, to take office when the resignation becomes effective.

Section 7: Vacancy. A vacancy on the Board shall be deemed to exist in the event of (a) the death, removal, or resignation of any Director; or (b) an increase in the authorized number of Directors.

Section 8: Removal. A Director may be removed by the Trustee with or without cause at any time. The Board shall remove a Director who fails to attend three (3) consecutive meetings of the Board without the prior consent of the Chair.

## ARTICLE VI: BOARD MEETINGS

Section 1: Place of Meetings. Board meetings may be held anywhere within or outside California designated by Board resolution.

Section 2: Annual Meeting. The Board shall hold a general annual meeting to elect officers and transact other business. Notice of this meeting is not required.

Section 3: Other Regular Meetings. Other regular meetings of the Board shall be held at least quarterly without notice at such time and place as the Board may fix

from time to time. Subject to other provisions of these Bylaws, any other proper business may be transacted at this meeting.

Section 4: Special Meetings. Special meetings of the Board may be called at any time by any officer or two Directors.

Section 5: Quorum. A majority of the Directors in office shall constitute a quorum for the transaction of any business except adjournment. Every action taken 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. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 6: Method of Meetings. Directors may participate in a meeting by means of conference telephone, electronic video screen communication, or electronic transmission by and to the Corporation as described in Corporations Code Sections 20 and 21. Participation by conference telephone or electronic video screen communication shall constitute presence in person at that meeting as long as all Directors participating in the meeting are able to hear one another. Participation in a meeting by electronic transmission by and to the Corporation, other than conference telephone and electronic video screen communication, shall constitute presence in person at that meeting if (i) each Director participating in the meeting can communicate with all other Directors concurrently; and (ii) each Director is provided the means to participate in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.

Section 7: Action Without a Meeting by Written Consent. Any action required or permitted to be taken by the Board may be taken without a meeting, if all Directors consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the Board. The action by written consent shall have the same force and effect as a unanimous vote of the Board.

Section 8: Other Attendees. At the invitation of the Board, outside participants such as the administrative staff may attend Board meetings to help inform the deliberations of the Board. Such participants shall be deemed guests of the Board

and shall have no voting rights. The Board may, at its option, excuse such participants in order to meet in executive session.

Section 9: Conflict of Interest. Any possible conflict of interest on the part of a Director shall be disclosed by such Director to the Board. Such Director shall abstain from voting on any matter involving such interest, shall not use personal influence on the matter, and shall not be counted in the quorum for a meeting at which Board action is to be taken on the matter. The Director may, however, briefly state a position on the matter, and answer pertinent questions of members of the Board. The minutes of all actions of the Board taken on such matters shall clearly reflect that these requirements have been met. Outside work or volunteer services involving the Order shall not be deemed a conflict of interest.

## ARTICLE VII: BOARD COMMITTEES

Section 1: Committees with Board Authority. The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board. Such committees shall include only Directors. Appointments to Board committees shall be by majority vote of the Directors then in office. The Board may appoint one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the Board to the extent provided in the Board resolution, except that no committee may: fill vacancies on the Board or any committee of the Board; fix compensation of the directors for serving on the Board or on any committee; amend or repeal bylaws or adopt new bylaws; amend or repeal any resolution of the Board that by its express terms is not amendable or repealable; create any other Board committees or appoint the members of such committees; or expend corporate funds to support a nominee for Director if more people have been nominated for Director than can be elected.

Section 2: Advisory Committees. The Board may also create one or more advisory committees to serve at the pleasure of the Board. Such committees shall not have the authority of the Board and may include both Directors and non-Directors.

Section 3: Executive Committee. Without limiting the foregoing, the Board shall appoint an Executive Committee on which the Board may confer the authority of the Board from time to time to perform specific tasks. This committee shall (i)

plan and administer the agenda for Board meetings; (ii) address all matters delegated to it by the Board; (iii) monitor ongoing issues before the Board and timely present them to the Board; (iv) at least annually, administer a process to evaluate the Executive Director and share the evaluation with the Board and the Trustee; and (v) nominate other members to the Executive Committee for appointment by the Board. Executive Committee members shall include all officers of the Board and may include other Directors.

Section 4: Meetings and Actions. Meetings and actions of Board committees shall be governed by, held, and taken :in accordance with the provisions of these Bylaws concerning Board meetings and actions, except that the time for meetings of such committees may be set either by Board resolution or, if none, by committee resolution. Minutes of each meeting shall be kept and filed with the corporate records. The Board may adopt rules for the governance of any committee as long as the rules are consistent with these Bylaws. In the absence of rules adopted by the Board, the committee may adopt such rules.

#### ARTICLE VIII: OFFICERS

Section 1: Officers: The Corporation shall have the following officers, all of whom shall be selected -fl'om among the Directors : Chair, Secretary and Treasurer. At the discretion of the Board, the Corporation may also have a Vice Chair, who shall also be selected from among the Directors, The Chair shall be nominated by the Board but shall be appointed by the Trustee. All other officers shall be appointed by the Board. Nominations for any officer may be made by the Directors. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chair.

Section 2: Chair. The Chair, if present, shall preside at all meetings of the Board and of the Executive Committee. The Chair and shall exercise and perform such other powers and duties as may be assigned from time to time in writing by the Trustee or prescribed by these Bylaws.

Section 3: Vice Chair. The Vice Chair, if any, shall exercise and perform such powers and duties as may be assigned from time to time by the Board or prescribed by these Bylaws. If the Chair is absent or is unable to act, the Vice Chair (if any) shall exercise his/her powers and perform his/her duties.



Section 4: Secretary. The Secretary shall maintain minutes of Board, Executive Committee, and Trustee meetings. The Secretary shall maintain the book containing all minutes and give due notice of meetings to the Board, the Executive Committee, and Trustee, respectively. The Secretary shall act as Chair in the absence of both the Chair and the Vice Chair (if any).

Section 5: Treasurer. The Treasurer shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Chair or the Board. The Treasurer shall act as Chair in the absence of the Chair, the Vice Chair (if any), and the Secretary.

Section 6: Temporary Chair. In the absence of the officers listed in Sections 2-5 above, the Board shall appoint a temporary Chair.

Section 7: Term. Each officer shall be appointed for a term of three (3) years subject to voluntary resignation or removal by the Board, with or without cause. No officer may serve more than three (3) successive terms.

Section 8: Replacement. Subject to compliance with the Rules, any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice or otherwise provided in the Rules, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the Corporation under any contract to which the officer is a party.

Section 9: Vacancy. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for normal appointments to that office; provided, however, that vacancies need not be filled on an annual basis.

#### ARTICLE IX: EXECUTIVE DIRECTOR

The Executive Director (by whatever title) shall be appointed by the Trustee after consultation with the Board. He/she shall report to and be supervised by the Board and shall not be a Director (i.e., a member of the Board), unless such appointment is recommended by a supermajority (two thirds) of the Board and approved by unanimous consent of the Trustee. The Executive Director shall provide executive leadership and implement the overall vision and administration of the Corporation

within the spirit of its mission, Franciscan Values, and Catholic social teachings. The Executive Director shall implement policies set by the Board and fulfill the duties prescribed in a job description that is periodically reviewed and updated by the Executive Committee. Among other duties, the Executive Director shall deliver annual and other timely reports on the affairs of the Corporation to the Board and shall meet periodically with the Board to discuss current issues of importance. The Board may appoint a Director from time to time to serve as the primary liaison from the Board to the Executive Director.

#### ARTICLE x: INDEMNIFICATION AND LIMITATION OF LIABILITY

Section 1: Non-Liability of Directors and Trustee. Directors and Trustee shall not be personally liable for monetary damages to a third party or the debts, liabilities, or other obligations of the Corporation to the fullest extent permitted by law.

Section 2: Indemnification of Trustee, Directors, Officers, Employees and Other Agents.

1. To the extent that a person who is, or was, a Trustee, Director, officer, committee member or other agent of this Corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.
2. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this Corporation, but only to the extent allowed by applicable law.
3. To the fullest extent permitted by law, this Corporation may indemnify its Trustee, Directors, officers, employees, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by

them in connection with any legal proceeding, including an action by or in the right of the Corporation.

4. On the written request to the Board by any person seeking indemnification under these Bylaws, the Board shall have final determination if the facts support indemnification, and if so determined, authorize the Corporation to reimburse expenses.

5. To the fullest extent permitted by law, and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws, and approved by the Board in defending any proceeding covered by such Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Corporation for those expenses.

Section 3: Insurance for Corporate Agents. The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability (other than for violating provisions of law relating to self-dealing) assessed against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability.

#### ARTICLE XI: INSPECTION

Sec.Ci.Q11. .L: Inspection by Directors. Each Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation for a purpose reasonably related to the person's interests as a Director.

S.ggliQL.2 Inspection by Trustee. The Trustee may inspect and copy the record of all Trustee' names, addresses and voting rights, at reasonable times, upon five business days' prior written demand to the Corporation for a purpose reasonably related to the person's interest as a Trustee. The trustee may inspect the accounting books and records and minutes of proceedings of the Trustee and the Board upon written demand to the Corporation at any reasonable time, for a purpose reasonably related to the person's interests as a Trustee.

#### ARTICLE XII: AMENDMENTS

Section 1: These Bylaws may be amended from time to time by approval of the Trustee as set forth in Corporations Code Section 5034.

Section 2: The Articles may be amended from time to time by the vote of the Board and by approval of the Trustee as set forth in Corporations Code Section 5034.

Adopted by the Board of Trustees on July 27, 2000

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Changes to Article VI approved by the Board of Trustees November 13, 2002

Updates to Article VI, Section 10 h (proxy voting) to correct clerical error November 5, 2004

Amendments approved by the Board of Trustees November 13, 2007

Amendments approved by the Board of Trustees May 18, 2011

Amendments approved by the Board of Trustees May 22, 2013

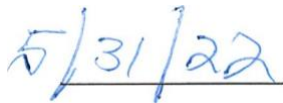
Amendments recommended to Board of trustees November 22, 2013

Amendments as approved by Board of Regents on 10/12/2018

Amendments approved by the Board of Trustee May 19, 2022

ATTEST:

  
Secretary of the Trustee

  
Date

## Appendix A

In accordance with Article IV, Section 2.10 of these Bylaws, the Trustee hereby authorizes the Board of Directors to authorize expenditures outside of the normal budget approval process cumulatively in the amount of \$200,000 during any fiscal year cycle. This amount will be periodically reviewed and may be updated from time to time at the discretion of the Trustee.

