

AMENDED BYLAWS

St. Paul of the Cross Passionist Retreat Center, Inc.

ARTICLE I CORPORATION

SECTION 1. NAME AND LOCATION. The name of the Corporation is St. Paul of the Cross Passionist Retreat Center, Inc., a Michigan nonprofit Corporation, hereinafter referred to as the "Corporation." The principal place of business of the Corporation is 23333 Schoolcraft, Detroit, Michigan.

SECTION 2. PURPOSES. The specific purposes of the Corporation are:

- A. To receive and administer funds and property and to operate exclusively for religious purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation (the "Code"), and in particular to sponsor, design, and direct religious retreats and programs that promote spiritual development and renewal according to the traditions and history of the Roman Catholic Church and the Congregation of the Passion;
- B. To provide facilities, hospitality, and incidental services to groups and individuals who wish to convene for religious programs, retreats, or meetings that promote spiritual development;
- C. To provide services and programs without regard to race, color, national, or ethnic origin;
- D. To acquire, own, dispose of, and deal with real and personal property and interests therein and to apply gifts, grants, bequests and devises, and their proceeds thereof in furtherance of the purposes of the Corporation; and
- E. To do such things and to perform such acts to accomplish its purposes as the Boards of Directors and Trustees may determine to be appropriate and as are not forbidden by section 501(c)(3) of the Code with all the power conferred on nonprofit corporations under the laws of the State of Michigan.

SECTION 3. DEDICATION OF ASSETS. All of the property, assets, and earnings of the Corporation shall be used exclusively for religious purposes within the meaning of Section 501(c)(3) of the Code in the course of which operations:

- A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any individual including the Trustees, the Directors, or the Officers of the Corporation, provided that the Corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein; and

- B. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from tax under Section 501(c)(3) of the Code and no substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

SECTION 4. CORPORATE SEAL. The Corporation shall have a corporate seal which shall have inscribed thereon the name of the Corporation and the words, "Corporate Seal."

ARTICLE II BOARD OF TRUSTEES

SECTION 1. MEMBERSHIP BASIS. The Corporation is organized on a nonstock, membership basis of avowed members of the Congregation of the Passion, Holy Cross Province.

SECTION 2. MEMBERSHIP. The Corporation shall have five (5) members (the " Trustees") who shall be the person holding the office of Provincial Superior of The Congregation of the Passion, Holy Cross Province (Holy Cross Province) and the persons so elected as the Passionist consultors to the Provincial Superior. The Trustees shall constitute the "Board of Trustees." The names of the Trustees shall be certified to the Board of Directors of this Corporation by the Provincial Superior of Holy Cross Province at least three (3) days prior to the annual meeting of the Trustees. The Provincial Superior of Holy Cross Province shall be the Chairman of the Board of Trustees. The Board shall also elect a Secretary.

SECTION 3. POWERS. The Trustees shall ensure that all actions of the Corporation are consistent with the purposes of the Corporation and the religious and ethical principles of the Congregation of the Passion. The Trustees shall have all rights that are vested in members of a Corporation under the Michigan Nonprofit Corporation Act, including the powers specified in these Bylaws.

SECTION 4. RESERVED POWERS. The authorization of the Board Trustees shall be necessary in order for the following events to occur:

- A. Any change to the purposes of the Corporation;
- B. The creation of subsidiary Corporations of the Corporation or affiliation relationships between the Corporation and other entities such as partnerships or joint ventures;
- C. The approval of the annual operating and capital budgets ("the Budgets") as prepared by the CEO and reviewed by the Audit/Finance committee of the Corporation;
- D. The Corporation's entering into of any contract, amendment or any contract, lease as lessee, or acquisition of any asset which involves an obligation on the part of Corporation in excess of 5% of that year's Budgets except for those transactions specified and included in either of the Budgets;

- E. Any sale, exchange, gift, mortgage, option, or other disposition of any real property or interest therein owned by the Corporation and any other assets owned by the Corporation with a value in excess of \$10,000, except with respect to transactions specified and included in that year's Budgets as approved by the Board of Trustees;
- F. Any release or cancellation by the Corporation of a claim or right of action against another party in amount in excess of 1% of the total amount of that year's Budgets;
- G. Any proposal or plan for construction or remodeling involving an expenditure in excess of \$25,000 except with respect to a transaction specified and included in either of that year's Budgets;
- H. Any loan by the Corporation, any making, retention, or disposition of any investment or any other transfer of funds by the Corporation that exceed 5% of that year's Budgets except with respect to transactions specified and included in either of that year's Budgets;
- I. The adoption, amendment, and repeal of the Corporation's Articles of Incorporation or these Bylaws;
- J. The merger or consolidation of the Corporation with any other institution, Corporation, or legal entity;
- K. Dissolution or liquidation of the Corporation and disposition of the assets of the Corporation upon dissolution or liquidation; and
- L. Appointment of a vowed voting member to the Board of Directors.

In addition to the foregoing, the Board of Trustees shall have the power to remove any Director, with or without cause, by majority vote of the Trustees.

ARTICLE III MEETINGS OF TRUSTEES

SECTION 1. ANNUAL MEETING OF THE TRUSTEES. The annual meeting of the Trustees shall be held in May of each year. If less than a quorum of the Trustees is present for an annual meeting of the Trustees, the holding of such annual meeting shall not be required and matters which might have been taken up at the annual meeting may be taken up at any later regular, special, or annual meeting or by consent resolution.

SECTION 2. REGULAR MEETINGS. Other meetings may be scheduled by the Board of Trustees to accomplish the business of the Board of Trustees.

SECTION 3. SPECIAL MEETINGS. Special meetings of the Board of Trustees may be called by the Chairman of the Board of Trustees or by a unanimous resolution of the Board of Trustees.

SECTION 4. PLACE OF MEETINGS. Meetings of the Board of Trustees shall be held at any place within or outside Michigan that has been designated by resolution of the Trustees or in the notice of the meeting or, if not so designated, at the principal office of the Corporation.

SECTION 5. NOTICE OF MEETINGS OF THE BOARD OF TRUSTEES. Written notice of the time and place of all meetings of the Board shall be given to each trustee (a) at least ten (10) days before the date of the meeting by e-mailing such notice to each trustee at the e-mail address designated by the trustee for such purpose, or if none is designated, at the trustee's last known e-mail address or (b) at least three (3) days before the date of the meeting if given by phone. Notices of special meetings shall state the purpose or purposes of the meeting and no business may be conducted at a special meeting except the business specified in the notice of the meeting. Notice of any meeting of the Board may be waived in writing before or after the meeting.

SECTION 6. ELECTRONIC COMMUNICATIONS. Any Board of Trustees' meeting may be held by telephone conference, video screen communication, or other communication equipment. Participation in a meeting under this section shall constitute presence in person so long as the Trustees participating in such a meeting can hear one another at said meeting and if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants.

SECTION 7. CHAIRMAN OF MEETINGS. The Chairman of the Board of Trustees or his designee shall preside at all meetings of the Trustees. The Secretary of the Corporation shall act as secretary at all Trustees' meetings, but in the Secretary's absence, the Chairman of the meeting may appoint any person present to act as Secretary of the meeting.

SECTION 8. QUORUM. A simple majority of the Trustees shall constitute a quorum.

SECTION 9. MANNER OF ACTING. The act of the majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Trustees unless the act of a greater number is required by the laws of the State of Michigan, these Bylaws, or in the Articles of Incorporation. Any action required to be taken at a meeting of the Trustees, or any other action which may be taken at a meeting of the Trustees, may be taken without a meeting if consent setting forth the action so taken shall be signed by all the Trustees and such written consent is filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes.

ARTICLE IV
BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The business of the Corporation and all business, property, and affairs of the Corporation shall be under the direction of the Board of Directors .

SECTION 2. MEMBERSHIP OF THE BOARD OF DIRECTORS. The Board of Directors shall be composed of at least seven (7) but not more than twelve (12) Directors. The Board shall consist of (a) "Voting Directors" who shall have the right to vote in matters brought before the Board of Directors (the "Voting Directors") and (b) two ex officio, non-voting Directors, the Director of Mission and Ministry and the Business Administrator. No Voting Director of the Board of Directors may serve as an employee or staff member of the Corporation.

In the exercise of their office, Directors pledge to:

- A. Fulfill the Passionist Mission of the Corporation;
- B. Abide by the Articles of Incorporation and Bylaws of the Corporation;
- C. Promote the Roman Catholic nature of the Corporation;
- D. Promote the sponsorship of the Corporation by Holy Cross Province;
- E. Adopt the fiscal and other appropriate policies of Holy Cross Province.
- F. Ensure that the Corporation maintains correct and complete books and records of account and minutes of the proceedings of the Board of Directors and its committees pursuant to the directives of Bylaws Article VIII, Sections 9 and 10; and
- G. Comply with the provisions and requirements of the Michigan Nonprofit Corporation Act.

SECTION 3. SELECTION OF VOTING DIRECTORS. The Board of Directors shall nominate qualified candidates for election to the Board of Directors. The Board Affairs Committee will require nominations at least sixty (60) days before the date of any election of Directors. The Board Affairs Committee shall make its recommendations at least fifteen (15) days before the date of the election and the Secretary of the Board of Directors shall forward to each Director, with the notice of meeting required by these Bylaws, a list of all candidates nominated.

SECTION 4. ELECTION OF VOTING DIRECTORS. Voting Directors shall be elected at each annual meeting of the Board of Directors to hold office for a period of three (3) years. Each Voting Director, including a Voting Director elected to fill a vacancy or elected at a special meeting or by written ballot, shall hold office until the expiration of the term for

which elected and until a successor is elected and qualified. A Director elected to fill a vacancy shall complete the term of the vacated position. If the vacancy is for more than two-thirds of the three- year term it shall constitute a full term for the purposes of board rotation.

SECTION 5. TERMS OF OFFICE. Each elected Director shall serve for a three-year term with the exception of the Initial Directors whose terms were staggered such that one-third of the Initial Directors served a one-year term, one-third of the Initial Directors served a two-year term and one-third of the directors served a three-year term. The maximum number of consecutive terms for each Director will be two. Voting Directors may be reelected to the Board of Directors after a minimum period of one year off the Board. The Board of Directors in its discretion shall have the authority to make exceptions to the foregoing rules for terms of office.

SECTION 6. VACANCIES. A vacancy or vacancies on the Board of Directors shall occur in the event of any of the following:

- A. The death or resignation of any Director;
- B. The declaration by a resolution of the Board of Directors of a vacancy of the office of a Director who has been convicted of a felony or declared of unsound mind by a court order;
- C. The removal of a Director for fraudulent acts, pursuant to a judgment, in an action in a court of competent jurisdiction under the Michigan Nonprofit Corporation Act;
- D. The increase of the authorized number of Directors;
- E. The failure of the Directors, at any meeting at which any Director or Directors are to be elected, to elect the number of Directors designated to be elected at that meeting;
- F. Members of the Board of Directors are expected to attend all Board and Board Committee meetings including the annual Board Retreat. If professional/personal circumstances prevent attendance, Board Members are expected to notify the secretary in advance of the meeting. To remain a member of the Board, attendance at Board meetings is required. A Board Member “who has two consecutive absences from any meetings of the Board of Directors as determined by a majority of the Board of Directors to be unexcused” may be dismissed, asked to resign, or to take a leave of absence from the Board of Directors; and
- G. Any other action by the Board of Directors to remove a Director with or without cause by a two-thirds vote of the Board of Directors. Such action by the Board of Directors may be taken at any meeting of the Board of Directors upon the initiative of any Director with prior notice of at least thirty (30) days to all Directors. The proceedings of the Board of Directors in such matters shall be final and conclusive.

Except as provided below, any Director may resign by giving written notice to the Chair of the Board of Directors or to another Officer of the Board of Directors. 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, the Board of Directors may elect a successor to take office as of the date when the resignation becomes effective.

Except for a vacancy created by the removal of a Director by the Board of Trustees, vacancies on the Board of Directors shall be filled by affirmative vote of the Board of Directors.

A vacancy or vacancies among the Directors through removal of a Director by the Board of Trustees shall be filled by the affirmative vote of the Trustees.

A Director elected to fill a vacancy shall complete the term of the vacated position.

SECTION 7. RESPONSIBILITIES. The responsibilities of the Board of Directors shall include, but not be limited to, the following:

- A. Determining the Corporation's mission statement and major policies in accordance with the purpose and philosophy of Holy Cross Province, and monitoring the Corporation's performance thereto;
- B. Recruiting and evaluating candidates for the position of Director of Mission and Ministry and hiring of same;
- C. Assess the performance of the Director of Mission and Ministry by completing a cumulative review of fiscal year monitoring data; systematic monitoring of the Director of Mission and Ministry's performance will be measured against only expected job results as related to ENDS and Executive Limitations policies;
- D. Proposing and recommending amendments to the Bylaws of the Corporation to the Trustees; and
- E. Safeguarding the Corporation's assets and arranging for the proper investment of funds adhering to the Provincial investment policy; providing adequate insurance programs and other appropriate and necessary actions; and maintaining relationships and proper liaison with government, church, and other external agencies.

SECTION 8. COMPENSATION. Directors shall not receive compensation for their services but shall be entitled to reasonable reimbursement of actual expenses incurred in carrying out their authorized duties as Directors.

ARTICLE V MEETINGS OF DIRECTORS

SECTION 1. ANNUAL MEETING. Annual meetings of the Board of Directors shall be held at such a date, time, and place as shall be designated from time to time by the Board of Directors.

SECTION 2. REGULAR MEETING. Regular meetings of the Board of Directors shall be held at least quarterly at a time and date approved by a majority of the Board of Directors.

SECTION 3. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the Chairperson of the Board of Directors or upon written request of not less than one-third of the Voting Directors.

SECTION 4. PLACE OF MEETINGS. Meetings shall be held at the Corporation unless the notice of the meeting shall specifically designate some other place.

SECTION 5. ELECTRONIC COMMUNICATIONS. Any Board of Directors meeting may be held by telephone conference, video screen communication, or other communication equipment. Participation in a meeting under this section shall constitute presence in person so long as the Directors participating in such a meeting can hear one another at said meeting and if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants.

SECTION 6. NOTICE OF MEETINGS OF THE BOARD OF DIRECTORS. Written notice of the time and place of all meetings of the Board shall be given to each director (a) at least six (6) days before the date of the meeting by e-mailing such notice to each director at the e-mail address designated by the director for such purpose or, if none is designated, at the director's last known e-mail address; or (b) at least three (3) days before the date of the meeting if given by phone. Notices of special meetings shall state the purpose or purposes of the meeting and no business may be conducted at a special meeting except the business specified in the notice of the meeting.

SECTION 7. QUORUM. A simple majority of Voting Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

SECTION 8. CONCORDANCE. Instead of relying on a simple majority vote on proposals, the Board will use concordance as a middle ground between consensus and simple majority rule. Concordance - also called substantial agreement - is a board-designated ratio that represents a substantial majority of the Board. It encourages everyone to work toward consensus, using the principles of conversational dialogue rather than debate. For the Corporation's Board of Directors, a 75% substantial agreement among the Board Members present is required to reach concordance.

SECTION 9. MANNER OF ACTING. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater number is required by the laws of the State of Michigan, these Bylaws, or the Articles of

Incorporation.

SECTION 10. ACTION WITHOUT MEETING. Any action required or permitted at any meeting of the Board of Directors may be taken without a meeting, without prior notice, and without a vote if all of the Voting Directors entitled to vote on the action consent in writing. The written consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes.

SECTION 11. CONDUCT OF MEETINGS. The meetings of the Board of Directors shall be conducted in compliance with *Roberts Rules of Order* as applied and modified by agreement of the majority of the Board of Directors.

ARTICLE VI OFFICERS OF THE CORPORATION

SECTION 1. OFFICERS. The Board of Directors shall among and from themselves elect or appoint persons to the following positions: Chair of the Board of Directors, one or more Vice-Chair(s), a Secretary, a Treasurer, the Immediate Past Chair, and such other offices as the Board of Directors may authorize. No person may hold two offices at the same time.

SECTION 2. ELECTION; TENURE; REMOVAL; VACANCY. Officers shall be elected by simple majority vote of the Board of Directors at alternate annual meetings or whenever a vacancy occurs. Officers serve a term of two years or until their successors are elected. Vacancies that occur shall be filled by the candidates elected by the Board of Directors with such successors serving the unexpired term of the vacant office.

Any officer may be removed from office without cause by a two-thirds majority vote of the Board of Directors.

SECTION 3. DIRECTOR OF MISSION AND MINISTRY. The individual holding the position of the Director of Mission and Ministry for the Corporation shall serve as Chief Executive Officer of the Corporation. As such, under the direction of the Board of Directors, he/she shall have power on behalf of the Board of Directors to perform all acts, execute and deliver all documents, and take all steps that he/she may deem necessary or desirable in order to effectuate the actions and policies of the Board. He/she is also responsible for ministry development according to the Charism of St. Paul of the Cross and the Holy Cross Province as well as the successful implementation of the Mission Statement of the Retreat Center.

The complete description of the responsibilities, duties, and authority of the Director of Mission and Ministry is set forth in the most recent document entitled "Director of Mission and Ministry Job Description" that was promulgated by the Board of Directors and is incorporated by reference in this By-Laws.

SECTION 4. CHAIRPERSON OF THE BOARD OF DIRECTORS. The Chair of the Board of Directors shall preside at all meetings of the Board of Directors and shall be a voting member, ex-officio, of all committees.

SECTION 5. VICE-CHAIR(S) OF THE BOARD OF DIRECTORS. The First Vice-Chair shall act as Chair in the absence of the Chair of the Board of Directors, and, when so acting, shall have the power and authority of the Chair. A Vice-Chair also may assume these duties by spoken delegation of the Chair. If the Chair is unable to carry out his/her duties, the Board of Directors may transfer such duties to the First Vice-Chair, during the period of incapacity or inability to serve by a majority vote of the Board of Directors.

SECTION 6. SECRETARY. The Secretary shall send or cause to be sent all required notices of meetings of the Board of Directors, shall receive and attend to all correspondence of the Board of Directors, shall have custody of all documents belonging to the Corporation (except as otherwise provided in these bylaws) and of the corporate seal, and shall perform such other duties as usually pertain to the office or as shall be determined from time to time by the Board of Directors. The Secretary of the Board will keep a running attendance record. Minutes of each meeting shall be kept and shall be filed with the records of the Corporation.

SECTION 7. TREASURER. The Treasurer shall have charge of the funds of the Corporation except for such funds as the Board of Trustees may designate; shall see that an accounting system is maintained which will give a true and accurate accounting of the financial transactions of the Corporation; shall render reports from time to time as requested by the Board of Directors of his or her activities and the financial condition of the Corporation.

ARTICLE VII COMMITTEES OF THE BOARD OF DIRECTORS

SECTION 1. APPOINTMENTS AND AUTHORITY. The Board of Directors may create one or more committee, each consisting of one or more Director, to serve at the pleasure of the Board of Directors. Appointments to the committees of the Board of Directors shall be made or approved by the Chairperson of the Board of Directors. Any such committee shall have authority to the extent provided by the Board of Directors.

SECTION 2. MEETINGS AND RESOLUTIONS. Meetings and actions of committees of the Board of Directors shall be subject to the provisions of these Bylaws concerning meetings and other actions of the Board of Directors except that meeting times of such committees and the calling of special meetings may be set by the Chair of such committee. Minutes of each meeting shall be kept and shall be filed with the records of the Corporation within seven (7) days after each meeting. The Board of Directors may adopt rules for any committee consistent with these Bylaws. The committee may adopt rules of governance not contrary to these Bylaws or any rules adopted for such committee by the Board of Directors.

**ARTICLE VIII
MISCELLANEOUS PROVISIONS**

SECTION 1. INDEMNIFICATION OF TRUSTEES, DIRECTORS, AND OFFICERS. Each person who is, was, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding of any sort, whether civil, criminal, administrative, or investigative, and whether formal or informal, by reason of the fact such person is or was a Trustee, Director, or Officer of the Corporation shall be indemnified by the Corporation to the fullest extent permitted by the laws of the State of Michigan as they may be in effect from time to time. The Corporation may, to the extent authorized from time to time by the Board, grant such rights to indemnification to any employee, non-director volunteer, or agent of the Corporation to the fullest extent provided under the laws of the State of Michigan as they may be in effect from time to time. The Corporation may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his status as such whether or not the Corporation would have power to indemnify such person against such liability under the preceding sentences.

SECTION 2. CONFLICT OF INTEREST POLICY. The purpose of the conflict-of-interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

With the exception of the provisions of Article IV, Section 2, above, the following shall apply to the Board of Directors:

- A. For one year prior to assuming the duties of a Director and during the term of office, neither a Director nor a member of his/her immediate family may directly or indirectly receive compensation from the Corporation, whether as a full-time or part-time employee, independent contractor, or otherwise, but excluding any reimbursement of expenses paid to a Director as Director. Any violation of this paragraph shall not affect the validity or enforceability of any transactions entered into by the Corporation.

- B. In the event that any director has a conflict of interest that might properly limit such Director's fair and impartial participation in Board deliberations or decisions, such Director shall inform the other members of the Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected Director, the Board may nonetheless request from the director any appropriate non-confidential information which might inform its decisions. "Conflict of interest", as referred to herein shall include, but shall not be limited to, any transaction by or with the Corporation in which a Director has a direct or indirect personal interest, or any transaction in which a Director is unable to exercise impartial judgment, or

otherwise act in the best interests of the Corporation. Directors must represent unconflicted loyalty to the interest of the ownership, the Congregation of the Passion, Holy Cross Province. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups within or outside of the Retreat Center and membership on other Boards or staffs. It also supersedes the personal interest of any Board member acting as a beneficiary of the Retreat Center;

C. Members must avoid conflict of interest with respect to their fiduciary responsibility:

1. Members will annually disclose their involvement with other organizations, with vendors, or any other associations which might produce a conflict.
2. There must be no self-dealing or any conduct of private business or personal service between any Board of Directors member and the Corporation except as procedurally controlled to assure openness, competitive opportunity and equal access to “inside” information.
3. When the Board of Directors is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall absent him or herself without comment from not only voting, but also from the deliberation.
4. Board members must not use their positions to obtain employment for themselves, family members or close associates. Should a member desire employment, he or she must first resign from the Board.

SECTION 3. GIFT ACCEPTANCE. In order to protect both board members and the reputation of the Corporation from accusations of bribery or corruption, board members are not permitted, directly or indirectly, to accept any gift, hospitality, reward, or other benefit from any source. All gifts are to be handled through the Corporation’s office of Mission Advancement and will adhere to the gift acceptance policy.

SECTION 4. ABSTENTION. Where a possible conflict of interest exists relative to any matter presented to the Board of Directors for consideration, a Director who is so affected shall declare a possible conflict of interest to all present and shall refrain from voting on that matter. That declaration shall be recorded in the minutes of the meeting in question.

SECTION 5. CONSTRUCTION AND DEFINITIONS. Unless the context otherwise requires, the rules of construction and definitions contained in the general provisions of the Michigan Nonprofit Corporation Act shall govern the construction and interpretation of these Bylaws.

SECTION 6. WHISTLE BLOWER PROTECTION. The Corporation’s Code of Ethics (Code) requires Board Members to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As representatives of the Corporation, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

- A. Reporting Responsibility. It is the responsibility of all Board Members to comply with the Code and to report violations or suspected violations in accordance with this Whistleblower Policy.
- B. No Retaliation. No Board Member who in good faith reports a violation of the Code shall suffer harassment, retaliation, or adverse consequence. A Board Member who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including

termination of appointment. This Whistleblower Policy is intended to encourage and enable Board Members to raise serious concerns within the organization prior to seeking resolution outside the organization.

- C. Reporting Violations. Board Members who have questions, concerns, suggestions, or complaints should address them to any Board Affairs Committee member.
- D. Accounting and Auditing Matters. The Audit/Finance Committee of the Board shall address all reported concerns or complaints regarding corporate accounting practices, internal controls, or auditing.
- E. Acting in Good Faith. Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.
- F. Confidentiality. Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

SECTION 7. FISCAL YEAR. The fiscal year of the Corporation shall be the year beginning July 1 and ending on the last day of June of each year.

SECTION 8. FINANCIAL REPORTS. The books of the Corporation shall be closed as of the end of each fiscal year and financial statements shall be prepared and submitted to the Audit Committee. In the discretion of the Board of Directors, the Corporation may engage an independent certified public accountant to audit or review the financial records.

SECTION 9. CORPORATE MINUTES AND RECORDS. The Corporation shall keep, as permanent records, minutes of all meetings of the Board of Directors as well as a record of all actions taken by the Directors without a meeting. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

The Corporation shall keep a copy of the following records at its principal office: a) its Articles of Incorporation or restated Articles of Incorporation, and all amendments to them currently in effect; b) its Bylaws or restated Bylaws and all amendment to them currently in effect; c) a list of the names and business or home addresses of its current Directors and Officers; and, d) its most recent annual report delivered to the Secretary of State as required by the Michigan Nonprofit Corporation Act.

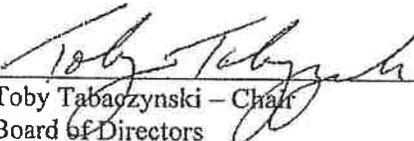
The minutes and records described above shall be made available for inspection by current Directors during normal business hours. In addition, to the extent required by applicable law, the Corporation shall make available for inspection during regular business hours by an individual copies of any application filed with and any letter or other document issued by the Internal Revenue Service with respect to the tax exempt status of the Corporation.

SECTION 10. AMENDMENTS TO BYLAWS. These Bylaws may be adopted, amended, or repealed by the approval of at least three (3) members of the Board of Trustees.

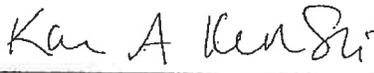
SECTION 11. CORPORATE DISSOLUTION. In the event of the dissolution of the Corporation, the Board of Directors, after paying or making provisions for the payment of all of the liabilities and obligations of the Corporation, shall distribute all of the assets of the Corporation first to The Congregation of the Passion, Holy Cross Province or its successor if then in existence and if qualified under Section 501(c)(3) of the Internal Revenue Code; otherwise, then distribute all of the assets to The Congregation of the Passion of Jesus Christ.

APPROVED by resolution of the Board of Directors adopted at a meeting pursuant to notice with a quorum being present as of the date set forth below:

DATED: 4-20-2021


Toby Tabaczynski – Chair
Board of Directors
St. Paul of the Cross Passionist Retreat Center, Inc.

DATED: 4-20-2021


Kari Klinski – Secretary
Board of Directors
St. Paul of the Cross Passionist Retreat Center, Inc.

APPROVED by resolution of the Board of Trustees adopted at a meeting pursuant to notice with a quorum being present as of the date set forth below:

DATED: 3-23-2021


Chair
Board of Trustees
St. Paul of the Cross Passionist Retreat Center, Inc.

DATED: 3-23-2021


Secretary
Board of Trustees
St. Paul of the Cross Passionist Retreat Center, Inc.