

The St. Peter Claver Foundation Bylaws

Article I— Name

The name of this corporation is The Saint Peter Claver Foundation, Inc., chartered the second day of March 2004 and recorded the fourth day of March 2004, hereinafter referred to as the Foundation.

Article II — Purposes

The Mission of the Foundation is to promote and enhance the charitable mission of the Knights of Peter Claver, Inc., to address the multiple needs and aspirations of people and their communities. The Foundation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue statute, including but not by way of limitation:

- To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes, that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.
- To provide and assist in the provision of financial support to recognized charitable institutions that educate or assist the community and provide support to documented people in need.
- To serve the multiple charitable needs and aspirations of the people, institutions, communities and nations working for change through building and redevelopment of communities.

As a means of accomplishing the foregoing purposes, the corporation shall have the following authority:

1. To accept, acquire, receive, take and hold, exchange by bequest, devise, grant, gift, purchase, exchange, lease, and transfer any property both real and personal, of whatever kind, nature or description and wherever situated.
2. To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objectives and purposes of the corporation may require, subject to such limitations as may be prescribed by law.
3. To borrow money and from time to time to make, accept, endorse, execute and issue

bonds, debentures, promissory notes, bills of exchange, and other obligations of the corporation for monies borrowed, or in payment for property acquired, or for any other purposes of the obligation by mortgage, pledge, deed, indenture, agreement or other instrument of trust or by other lien upon, assignment of or agreement in regard to all or any part of the property rights or privileges of the corporation wherever situated, whether now owned or hereafter acquired.

4. To invest and re-invest its funds in such mortgages or preferred bonds, debentures, mortgages or in such securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.
5. In general and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes herein above set forth, or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that notwithstanding any other provision of the Charter of Incorporation, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the corporation and as may be exercised by an organization exempt under Section 501 (c) (3) of the Internal Revenue and by an organization, contributions to which are deductible under Section 170 or as they may be hereafter amended.

Article III – Principal Office

The Foundation is incorporated in the State of Louisiana and shall maintain its principal office and registered agent in New Orleans, Louisiana, or elsewhere in the State of Louisiana, as appropriate.

Article IV – Board of Directors

Section 4.1 Powers. The Board of Directors of the Foundation (hereinafter referred to as the Board of Directors) shall be responsible for the business affairs of the Foundation. It shall have the authority to perform all acts and transact all business for, or on behalf of, the Foundation, and to manage the property, affairs, work and activities of the organization. Such authority may be delegated to such Officers or other qualified individuals as the Board determines.

Section 4.2 Compositions. The number of Directors shall not exceed twenty-one (21) persons. Not less than eleven (11) Directors shall be members from the Knights of Peter Claver, Inc., and as many as ten (10) appointments may come from the Catholic community at large. The Immediate Past Supreme Knight and Supreme Lady of the Knights of Peter Claver, Inc. shall be offered a position on the Board of Directors. They are not, however, obligated to serve and have the right to decline the offer. If the offer is accepted, their positions shall be included in the eleven (11) members serving from the Knights of Peter Claver. All members are subject to the rules found in these By-Laws.

The sitting Supreme Knight and Supreme Lady of the Knights of Peter Claver and Knights of Peter Claver Ladies Auxiliary shall be ex-officio members of the Foundation without vote.

Section 4.3 Qualifications. Members of the Board of Directors may be members or non-members of the Knights of Peter Claver, Inc. as provided in section 42. In all cases, candidates for positions on the Board shall be reviewed and approved by the Board of Directors of the St. Peter Claver Foundation. (Hereinafter referred to as the Board)

Section 4.4 Elections. The Directors shall be elected for four-year terms by a majority vote of a quorum of the Board of Directors. Each Director shall hold office until the end of his or her term and until a successor is elected and qualified.

Section 4.5 Classes. To ensure Board continuity, three classes shall be created with approximately one-third of the Directors, so elected, populating each class. At the first such election after the effective date of these bylaws, the first class shall serve for a two-year term, and may be re-elected for a second four-year term; the second class shall serve for a three-year term, and may be re-elected for a second four-year term; and the third class shall serve for a four-year term, and may be re-elected for a second four-year term. The classes shall be determined by lot at the first meeting after the effective date of these bylaws. There shall also be an honorary board membership class for the founder(s) of the Foundation. Those individuals who fall into this category shall not have any voting rights nor hold any position on the board of directors while serving as an honorary board member.

Section 4.6 Tenure. Directors serve four-year terms and may be elected for a second four-year term. Each Director serves until the close of the Annual Meeting of the Foundation, at which time replacements are elected. No person may serve more than two consecutive four-year terms as a Director of the Foundation.

Section 4.7 Removal. A Director may be removed for conduct detrimental to the interest of the Corporation, for lack of sympathy with its objectives or for refusal to render assistance in carrying out its purposes. Any such Director proposed to be removed shall be entitled to at least 5 days written notice before such meeting at which such removal is to be voted upon at such meeting.

Section 4.8 Vacancies. If during an elective term, a Director dies, resigns, becomes disqualified, or a vacancy occurs by a contingency not herein provided, the vacancy may be filled by action of the Board of Directors, as soon as practical until the next annual meeting of the Foundation,

Section 4.9 Absences. Any Director who is absent from two (2) consecutive meetings of the Board, at the discretion of the Board, may have his or her position as Director declared vacant and an appointment made according to Article IV, Section 8.

Section 4.10 Compensation. Directors shall not receive any compensation from the Foundation for their services, but by resolution of the Board of Directors may be reimbursed for the expense of attending meetings of the Board or other activities related to the affairs of the Foundation.

Section 4.11 Limitations. No Director shall enter into any agreements to purchase, sell or lease any capital asset including land on behalf of the Foundation without approval of the Board of

Directors.

Section 4.12 Annual Campaign. The Foundation will conduct an annual campaign for funds. It shall appoint a Campaign Chairman to conduct the solicitation; The Directors shall act as area coordinators for the annual solicitation campaign for funds.

Article V — Meetings

Section 5.1 Annual Meeting. At a mutually convenient time, the Board of Directors will host an Annual Meeting. In addition to conducting such other business as may be appropriate, the Board will meet to review the past year's accomplishments, assess plans for the future, receive comments, elect new members and fill vacancies for unexpired terms.

Section 5.2 Regular Meetings. The Board of Directors shall hold regular meetings at least twice a year, once in the spring and once in the fall. Such meetings may be held face-to-face, or electronically as determined by the President. Meetings held by conference call or other communications equipment must permit all persons participating in the meeting to communicate with each other. Written or electronic notice of such meetings shall be sent to all participants at least thirty (30) days prior to the date of the meeting.

Section 5.3 Special Meetings. Special meetings may be called as required. These meetings may be conducted in person or electronically. Meetings held by conference call or other communications equipment must permit all persons participating in the meeting to communicate with each other. Meetings may be called by the President, or upon written request of a majority of the Board then seated. Notice of a special meeting must be provided within a reasonable time in advance of the meeting date. Such notice should be in writing, although when time is of the essence electronic media may be used. Such notice must contain the business to be transacted.

Section 5.4 Quorum. A simple majority of Directors shall constitute a quorum.

Article VI - Officers

Section 6.1 Officers. The Executive Officers of the Foundation shall be the President, Vice President, Secretary and Treasurer.

Section 6.2 Qualifications. All officers must have served at least two years as a member of the Board of Directors. This provision shall not apply to the officers elected immediately after the effective date of these bylaws.

Section 6.3 Election. Officers of the Foundation shall be elected by the Board of Directors from among the then-seated members of the Board of Directors. Election of Executive Officers shall take place at the Foundation's Annual Meeting. Each officer shall serve until his or her successor shall have been duly elected and installed.

Section 6.4. Term of Office. The term of office for all officers of the Board of Directors shall be for two years. A member may succeed himself/herself for one term for a maximum tenure of four years.

Section 6.5 Tenure. The Board of Directors, upon the adoption of these bylaws, shall elect these individuals: the President, Vice President, Secretary and Treasurer who shall serve for a two-year term.

Section 6.6 Vacancies. If the President dies, resigns or becomes otherwise disqualified, the Vice President shall become President for the balance of the unexpired term. If such tenure is less than one year, the new President may be re-elected to serve a full two-year term, if he or she is otherwise eligible to serve as a Director. Other Executive Officer vacancies may be filled by the Board of Directors, as necessary, from those then seated on the Board. In case of death, resignation, or removal from office, all books, papers, vouchers, money and other property of whatever kind in his/her possession, belonging to the Foundation shall be properly returned.

Section 6.7 Removal. An Executive Officer may be removed for conduct detrimental to the interest of the Corporation, for lack of sympathy with its objectives or for refusal to render assistance in carrying out its purposes. Any such Director proposed to be removed shall be entitled to at least 5 days written notice before such meeting at which such removal is to be voted upon at such meeting.

Article VII: Duties of Officers

Section 7.1 Rights and Duties. The rights and duties of the officers of the corporation are as follows:

- A. **President.** The President shall:
- Preside at all meetings of the Board of Directors and the Foundation,
 - Conduct the correspondence of the organization, with concurrence of the Board; appoint committees and similar advisory groups and councils,
 - Be authorized to sign checks on behalf of the Foundation.
 - Prepare a written agenda for each meeting in writing which shall be forwarded to each director seven days prior to the stated meeting.
 - Prepare an annual report to be given at the annual meeting of the Knights of Peter Claver, Inc., in its national convention as designated.
 - Perform other such duties and exercise other such rights as these bylaws, custom or parliamentary usage may require, or as the Board of Directors direct.
- B. **Vice President.** The Vice President shall:
- Assist the President in the discharge of the President's duties
 - Preside at all meetings in the absence of the President.
- C. **Secretary.** The Secretary shall:

- Keep a correct and permanent record of all meetings of the Foundation, and the Board of Directors and present the records and documents of the Foundation at all meetings;
- Perform such duties as are incident to his or her office or as may be prescribed by the Board of Directors or the President.
- Assist the President in preparing the annual report; and
- Be the custodian of corporation records and the Seal of the corporation.

D. Treasurer. The Treasurer shall:

- Be the custodian of all funds for the Foundation and account for their safekeeping;
- In the absence of the Executive Director; receive all fees, contributions, income, gifts, bequests, donations, grants and other monies and deposit such in the name of the Foundation in an appropriate financial institution or account approved by the Board of Directors;
- Disburse the funds of the Foundation in accordance with the direction and policies established by the Board of Directors and sign or counter sign checks;
- Keep a current, true and correct record of all receipts and disbursements;
- Report to the Board on the financial condition of the Foundation on a regular basis; and
- Prepare and submit all federal and other governmental required financial reports.

E. Past President. The Past President, after his or her term as President shall remain on the Executive Committee of the Foundation without vote to provide advice and counsel to the President and other Officers and may perform such other duties as assigned by the Board of Directors. The Past President shall still serve in this advisory capacity even if his/her board term has expired.

Article VIII — Executive Director

The Board of Directors may contract for an Executive Director.

The Executive Director shall serve as the Chief Operating Officer for the Foundation, with responsibility for its day-to-day affairs. The Executive Director has the responsibility and authorities to sign or counter-sign checks and execute all documents of the Foundation after consultation and supervision of the President; unless the Board of Directors, by resolution, provides otherwise. The Executive Director is an ex-officio member of the Board, its Committees and other duly established groups, serving with voice, but without vote.

The Executive Director shall receive all fees, contributions, income, gifts, bequests, donations, grants and other monies and deposit such in the name of the Foundation in an appropriate financial institution or account approved by the Board of Directors;

The Executive Director may appoint and discharge agents and employees of the Foundation and fix their compensation subject to the general supervisory power of the Board of Directors and perform such other duties as from time to time may be assigned to him or her by the Board of Directors.

Article IX -- Committees

Section 9.1 Establishment. The President of the Foundation shall establish committees as may be necessary to accomplish the mission and purpose of the Foundation. Members of such committees and groups may include non-Clavers and Clavers, board members, and others dedicated to the mission and purposes of the Foundation. Committees duly convened under these bylaws shall be given a charge, tenure and rules for operating at the time they are established by the President of the Board of Directors. All such entities will be governed by the policies and procedures applicable to the Board itself as stated within these bylaws.

Section 9.2 Executive Committee. The Foundation Board shall have the power to establish a Foundation board committee called the Executive Committee, which shall be composed of the Foundation Officers and three additional Directors chosen by the Foundation Board, and which, to the extent permitted by law and by the resolution establishing the Executive Committee, shall have and exercise the authority of the Foundation Board in the management of the business of the Foundation between meetings of the Board of Directors. Meetings of the Executive Committee may be called by the Chair or any two officers of the Foundation. Notice of place, day, and hour of meetings of the Executive Committee shall be provided to the members thereof prior to each meeting.

A quorum of the Executive Committee shall be five members. The Executive Committee shall keep a record of its proceedings and report the same to the Foundation Board at the next regular or special meeting thereof.

Section 9.3 Membership Committee. The Membership Committee shall consist of three Directors chosen by the Foundation Board, except that the President shall not serve on the Membership Committee. The Membership Committee shall recommend to the Saint Peter Claver Foundation Board, persons for appointment as Directors of the Foundation.

Section 9.4 Nominating Committee. The Nominating Committee shall consist of three Directors chosen by the Foundation Board, except that the President shall not serve on the Nominating Committee. The Nominating Committee shall serve to nominate to the Foundation Board, persons for election as President, Vice President, Secretary and Treasurer of the Foundation, and Directors at large to the Executive Committee. The Nominations Committee shall also coordinate the election of these officers.

Section 9.5 Investment Committee. The Investment Committee shall consist of seven Directors chosen by the Foundation Board; The Investment Committee shall recommend and monitor compliance with the Foundation's Investment Policy Statement.

Section 9.6 Grantmaking Committee. The Grant making Committee shall consist of five Directors and other members chosen by the Foundation Board; The Grantmaking Committee shall review requests and recommend to the Saint Peter Claver Foundation Board, projects and programs for funding decisions.

Article X -- Parliamentary Authority

In the absence of any provisions in these bylaws to the contrary, all meetings of the Foundation Board of Directors shall be governed by the parliamentary rules and usages contained in the then current edition of Robert's Rules of Order.

Article XI -- Indemnification

The Foundation shall, to the maximum extent allowed by and in accordance with the provision of Section RS12:201, adopted by the regular 1968 session of the Legislature of the State of Louisiana or other applicable laws, indemnify and hold harmless any Director, Officer, employee or agent acting within the scope of their authority who were or are a party or are threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she was serving as a Director, Officer, employee or agent of the corporation or was serving at the request of the corporation in the capacity of Director, Officer, employee, or agent of another entity, against all expenses, judgments, fines, and other amounts actually and reasonable incurred by him or her in connection with the defense or settlement of such action, suit, or proceeding.

Article XII - Waiver of Notice

Whenever any notice is required to be given under applicable law, the Articles of Incorporation, or these bylaws, waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XIII - Manner of Acting

The act of a majority of the Directors or committee members, duly established by the Foundation, at a duly called meeting at which a quorum is present, shall be the act of that body, unless the act of a greater number is required by law, the Articles of Incorporation of the Foundation, or these bylaws.

Article XIV - Conflicts of Interest

Annually, each Director and Committee Member shall complete and return to the Executive Director and President a signed Code of Ethics statement and a written statement of any potential conflict of interest. In the interim, any potential conflict of interest should be immediately disclosed to the President and Executive Director, as it arises and/or when it becomes relevant to any matter requiring Board or Committee action. The interested party shall not vote on the matter in which he or she has an interest, but shall be counted for quorum purposes. He or she shall not exert personal influence in connection with the matter. Any interested party, so excluded, may briefly state his or her position in the matter and answer pertinent questions, when

that party's knowledge of the matter will be of assistance to the Foundation.

Article XV — Rules and Dissolution

Section 15.1. Rules. The following rules shall conclusively bind the Foundation and all persons acting for or on behalf of it:

- a. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein,
- b. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Foundation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.
- c. The Foundation shall not carry on any other activities not permitted to be carried on: (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States internal revenue statute; or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding provision of any future United States internal revenue statute.

Section 15.2. Dissolution Upon the dissolution of the Foundation, the Foundation Board shall, after paying or making provision for the payment of all of the liabilities of the Foundation, transfer all of the remaining assets of the Foundation (except any assets held by the Foundation upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) to the Knights of Peter Claver, Inc., or, in the event that the Knights of Peter Claver, Inc., has previously been dissolved, to one that is organized exclusively for charitable, religious, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue statute), as the Foundation Board shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Foundation is then located; to be used in such manner as in the judgment of such court will best accomplish the general purposes for which the dissolving corporation was organized.

Article XVI — Fiscal Year

Section 16.1. Finances. The funds of the Foundation shall be deposited in its name with such banks or trust companies as the Foundation Board may designate. All checks, drafts or other negotiable instruments of the Foundation shall be signed by such officer or agent as the Board may designate by resolution. No officers or agents of the Foundation shall have power to make any checks, notes, drafts or other negotiable instruments in the name of the Foundation or to bind the Foundation thereby, except as provided in this Article.

Section 16.2. Investment. The Foundation Board may contract with any independent investment advisor, investment counsel, manager, or national, state bank or trust company to provide investment, advisory, or security custodial services. The Foundation Board is further authorized to pay reasonable compensation for such investment advisory, management or security custodial services

Section 16.3. Fiscal Year. The Foundation shall have a fiscal year beginning on the 1st day of January and ending on the 31st day of December, of each year.

Article XVII — Corporate Seal

The Board of Directors shall provide a corporation seal, which shall be circular in form and shall have inscribed thereon the name of the corporation and the year and state of incorporation. The original seal of the corporation is impressed on these bylaws in the margin opposite the signature of the attesting officer.

Article XVIII -- Amendments

These bylaws may be amended, altered or repealed by a majority vote of the Board of Directors at any regular or special meeting for which proper notice of the purpose has been given provided such amendment is not inconsistent with the Laws of the State of Louisiana, the Charter of the Corporation and the Laws of the United States of America.