

BYLAWS
OF
CATHOLIC CHARITIES FREE HEALTH CARE CENTER, INC.

212 Ninth Street
Pittsburgh, PA 15222

February 18, 2009

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CATHOLIC CHARITIES HEALTH CARE CENTER, INC.

Bylaws

Mission Statement

Catholic Charities Health Care Center, Inc. ("Corporation") rooted in the Gospel and social teachings of the Catholic Church, is dedicated to providing excellent primary health care at no charge to those who are unable to afford adequate health insurance coverage or are otherwise in need, regardless of race, gender or religion.

Article I

Members of Corporation

1.1 *Sole Member*

The Sole Member shall be Catholic Charities of the Diocese of Pittsburgh, Inc. The sole member shall serve without compensation.

Further, the Sole Member's exercise of the powers reserved to the Sole Member are restricted by the approval rights set forth in the Bylaws of the Sole Member.

1.2 *Term*

The term of the sole Member shall commence immediately following its appointment.

1.3 *Powers of Sole Member*

The following powers are reserved exclusively to the Sole Member of the Corporation and no attempted exercise of any such powers by anyone other than the Sole Member shall be valid or of any force or effect whatsoever. Those powers are:

- 1.3.1 To endorse the mission of the Corporation and any refinements or revisions thereof and to determine the policies of the Corporation as they relate to the Mission of the Corporation and require the implementation of programs consistent with those policies;
- 1.3.2 To elect and remove the Directors and officers of the Corporation and to fill vacancies on the Board of Directors and in the officers of the Corporation;
- 1.3.3 To amend the Articles of Incorporation;
- 1.3.4 To amend, alter, modify, suspend, and repeal the Bylaws;
- 1.3.5 To purchase, sell, lease, transfer, encumber, construct, and cause the destruction of land and buildings owned by the Corporation or which the Corporation has legal or equitable title;
- 1.3.6 To merge, consolidate, or affiliate the Corporation with any other organization;

- 1.3.7 To approve the appointment of the Administrator and to approve or initiate the removal of the Administrator;
- 1.3.8 To dissolve or terminate the existence of the Corporation and to determine the distribution of assets upon such termination or dissolution, subject to the terms of the Articles of Incorporation;
- 1.3.9 To approve contracts for a term in excess of one year, any contract for a program not authorized in the long-range plan or any material contract not authorized in an approved operating or capital budget;
- 1.3.10 To approve annual operating and capital budgets of the Corporation prior to the commencement of each fiscal year;
- 1.3.11 To approve revisions in an approved operating or capital budget of the Corporation which would increase the amount of such budget by more than ten percent (10%) of the original budget;
- 1.3.12 To engage the services of an independent auditor;
- 1.3.13 To approve the selection of the Administrator and to participate in and approve the evaluation of the Administrator of the Corporation;
- 1.3.14 To approve the personnel policies of the Corporation;
- 1.3.15 To approve strategic plans and related or similar programs of the Corporation;
- 1.3.16 To approve any fundraising plan or campaign of the Corporation; and
- 1.3.17 To develop an investment policy and control the management and investment of all the funds of the Corporation.

1.4 ***Transaction of Business***

Any business action required or permitted to be taken by the Sole Member may be taken if a written consent setting forth the action so taken is executed by or on behalf of the Sole Member and is filed with the corporate records of the Sole Member or the Corporation.

1.5 ***Approval***

The Sole Member will obtain the approvals, if any, required to be given by the Diocese of Pittsburgh prior to the exercise of the reserved powers granted to the Sole Member hereunder.

Article II ***Board of Directors***

2.1 ***Business Affairs***

The business and affairs of the Corporation shall be managed by the Board of Directors, subject to the limitations imposed by the Articles of Incorporation. All Directors shall serve without compensation.

2.2 *Number of Directors*

Directors shall number no fewer than five (5) and no more than fifteen (15), excluding the Ex-Officio, voting Directors.

2.3 *Ex Officio Directors*

The Secretariat of Pastoral and Social Concerns of the Diocese of Pittsburgh and the Executive Director of the Sole Member shall serve as Ex Officio Directors. Ex Officio Directors shall have a vote and shall be entitled to all notices and other rights of a Director.

2.4 *Election of Directors*

The Sole Member of the Corporation, at its Annual Meeting, shall elect the number of elected Directors called for each year, in accord with Article II. Nominations shall be made upon the initiative of the Sole Member, or upon the recommendation of current Directors pursuant to Article IV. The Ex-Officio, voting Directors are not to be included in the minimum and maximum number of Directors.

2.5 *Composition of Elected Directors*

The elected membership of the Board of Directors should strive to reflect the population of the service area of the Corporation according to sex, race, ethnic, and economic characteristics. The elected membership of the Board of Directors should also reflect the business, educational, professional, and consumer community. At all times at least two of the Directors of the Corporation shall also be directors of the Sole Member.

2.6 *Term of Office of Elected Directors*

The term of office of an elected Director shall ordinarily commence on the first day of January following his election. An elected Director shall ordinarily serve a term of three (3) years. He may be reelected for an additional term of three (3) years, but may not serve more than two (2) consecutive terms. At least one (1) year of non-service must intervene after two (2) consecutive terms before a Director is eligible for reelection. Any Director elected to an unexpired term will be eligible for one (1) additional term of three (3) years. Some Directors may initially be elected for terms of less than three (3) years, for the purpose of dividing the Board of Directors into three (3) groups, substantially equal in number, with terms expiring at intervals of one (1) year.

2.7 *Vacancy of Elected Directors*

If the office of an elected Director becomes vacant by reason of death, illness, resignation, removal or otherwise, the vacancy shall be filled by the Sole Member of the Corporation. The term of office of a Director elected under such circumstances shall commence immediately upon his election.

2.8 *Qualifications of Directors*

All Directors shall be persons of high moral character, who are socially aware residents of the service area of the Corporation, and shall be persons who have interest in the programs of the Corporation and a commitment to its purposes and philosophy.

2.9 ***Removal***

Directors may be removed by the Sole Member of the Corporation.

2.10 ***Powers of the Board of Directors***

The business and affairs of the Corporation shall be managed by a Board of Directors, subject to the limitations in Article I, Section 1.3. The powers of the Board, include, but are not limited, as follows:

- 2.10.1 To recommend the mission of the Corporation to the Sole Member and from time to time recommend refinements and revisions to such mission;
- 2.10.2 To recommend to the Sole Member removal of Directors;
- 2.10.3 To recommend to the Member nominees for election as officers of the Board of Directors;
- 2.10.4 To exercise general management and control of the ordinary business and affairs of the Corporation;
- 2.10.5 To implement the policies of the Corporation as determined by the Sole Member, pursuant to Article I, Section 1.3.1, to recommend such policies to the Member for its approval, and to determine and implement all other policies of the Corporation;
- 2.10.6 To grant prior approval to any contract or grant which, by intent, seeks to realign established program priorities;
- 2.10.7 To negotiate and/or approve the entrance into any contracts, leases, letters of intent, or any other evidence of mutual or joint undertaking, commitments, or obligations between the Corporation and any person, partnership, corporation, or other entity and to recommend to the Sole Member the purchase or sale of real estate;
- 2.10.8 To enter into contracts in the name of the Corporation not inconsistent with powers reserved to the Sole Member of the Corporation;
- 2.10.9 To develop an annual capital and operating budget for the Corporation;
- 2.10.10 To approve, disapprove, or modify the annual capital and operating budgets of the Corporation submitted by the Administrator;
- 2.10.11 To adopt policies and procedures for the proper management of the operational affairs of the Corporation;
- 2.10.12 To receive gifts and grants in the name of the Corporation;
- 2.10.13 To appoint and charge appropriate Committees;
- 2.10.14 To make certain that all necessary and proper insurance is maintained for the Corporation;

- 2.10.15 To elect chairman of committees of the Board of Directors;
- 2.10.16 To provide for the creation and development of programs in each service area sufficient to meet identified needs and consistent with the policies and purposes of the Corporation;
- 2.10.17 To recruit, screen, and select an Administrator, subject to the approval of the Sole Member;
- 2.10.18 To supervise, oversee, and evaluate the performance of the Administrator, provided that the evaluation of the Administrator shall be conducted by the Executive Committee and the Executive Director of the Sole Member;
- 2.10.19 To provide assistance to the Administrator of the Corporation in representing the Corporation before funding agencies;
- 2.10.20 To approve the termination on matters of merger, consolidation, affiliation, division, or separation of programs within the Corporation and to approve the acceptance of new programs prior to their becoming part of the Corporation;
- 2.10.21 To propose changes in the Articles of Incorporation to the Sole Member;
- 2.10.22 To propose changes in the Bylaws to the Sole Member.
- 2.10.23 To consider and recommend to the Sole Member the consolidation, merger or dissolution of the Subsidiary;
- 2.10.24 To participate in the selection process and recommend to the Sole Member an independent auditor;
- 2.10.25 To develop and propose to the Sole Member Personnel Policies;
- 2.10.26 To develop strategic plans consistent with the mission of the Corporation;
- 2.10.27 To develop an annual fundraising plan, including the type, nature and timing of the activities; and
- 2.10.28 To designate a Director to act as a liaison with the Sole Member on matters involving management and investment of the Corporation's funds.

Article III ***Officers of the Board of Directors***

3.1 *Officers*

The officers of the Board of Directors shall be a President, Vice President, Secretary, and Treasurer. The officers shall be elected by the Sole Member each year immediately prior to the Annual Meeting of the Board of Directors.

3.2 ***Term***

Each officer shall hold office for a term of two (2) years, commencing on the first day of January following his election, and may not succeed himself. The term shall commence on the first day of the year immediately following the officer's election.

3.3 ***President***

The President shall preside at all meetings of the Board of Directors. The President shall exercise general supervision of the affairs of the Corporation and shall conduct such affairs in accordance with the Articles of Incorporation and Bylaws of the Corporation and pursuant to the direction of the Board of Directors.

3.4 ***Vice President***

The Vice President shall act in place of the President in his absence. The Vice President, with a majority vote of the Board, shall assume the Presidency upon completion of the term of the President.

3.5 ***Secretary***

The Secretary, with the assistance of the Administrator, shall keep accurate records of the acts and proceedings of all meetings of the Board of Directors and shall give all notices required of the Board of Directors by law and these Bylaws. The Secretary shall have general charge of the books, records, and seal of the Corporation, and shall affix the corporate seal to any lawfully executed instruments on which it is required. He shall sign such instruments as may require signature and perform all duties incident to the office of Secretary and such other duties as may be assigned from time to time by the President or by the Board of Directors.

3.6 ***Treasurer***

The Treasurer shall have custody of all funds and securities belonging to the Corporation and shall receive, deposit, and disburse the same under the direction of the Board of Directors. He shall keep full and accurate accounts of the finances of the Corporation in books especially provided for that purpose, and each year shall cause a true statement, in reasonable detail, of its assets and liabilities as of the close of each fiscal year and of the results of its operations for such fiscal year to be made and presented to the Board of Directors. The Treasurer shall cause the books and records of the Corporation to be audited or reviewed annually by a certified public accountant.

3.7 ***Assistant Officers***

There shall be such assistant officers, either elected or appointed, as the Board of Directors may authorize from time to time. The election or appointment of assistant officers shall be as determined by the Board of Directors at the time such offices are created. Unless otherwise restricted by the Board of Directors, it shall not be necessary for assistant officers to be Directors, and any number of offices may be held by the same person.

Article IV
Meetings of the Board of Directors

4.1 *Regular Meetings*

Regular meetings of the Board of Directors shall be held at least four (4) times per year, at such dates, times, and places as shall from time to time be determined by the President. If any such meeting lacks a quorum, then, in lieu of a Board meeting, the President, at his discretion, may proceed with an Executive Committee meeting with any other Board members present entitled to participate, and in such instance, the Executive Committee will have the power to take any action that could have been taken at the meeting of the Board of Directors, subject to applicable law.

4.2 *Annual Meeting*

One regular meeting of the Board of Directors shall be held in November of each year and shall be designated as the Annual Meeting. The provisions in the second sentence of Section 4.1 shall not be applicable to the Annual Meeting.

4.3 *Special Meetings*

Special meetings of the Board of Directors may be called by the President, or by one-third of the Directors, or by the Sole Member. The President of the Board of Directors shall determine the time and place of such meetings.

4.4 *Notice of Meetings*

Written notice of the time and place of all meetings of the Board of Directors shall be sent to all Directors at least five (5) days in advance of the date thereof. Such notice shall set forth the time and place of the meeting. For special meetings, the notice shall state the general nature of the business to be transacted. Such notice shall be sent at the direction of the Secretary or another designated officer of the Corporation and shall be delivered to each Director either personally or by first class or express mail, postage prepaid, or courier service, charges prepaid or by facsimile transmission, to his residence or place of business listed on the records of the Corporation. If the notice is sent by mail, or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office or courier service for transmission to such person. Notice of an adjourned meeting shall be deemed to have been given if the date and time of the adjourned meeting are announced at the time of adjournment.

4.5 *Quorum*

At all regular, annual, or special meetings of the Board of Directors, a majority of the voting members of the Board of Directors, shall constitute a quorum for the transaction of business. Once a quorum is attained, the Directors present at a duly organized meeting may continue to do business until adjournment, notwithstanding withdrawal of enough Directors to leave less than a quorum.

4.6 ***Voting***

All business of the Board of Directors shall be transacted by majority vote of voting Directors, once a quorum is attained.

4.7 ***Procedure***

All meetings shall be conducted according to the procedure described in the latest edition of Robert's Rules of Order.

4.8 ***Waiver of Notice.***

Whenever any notice whatsoever is required to be given under the provisions of applicable law, the Articles of Incorporation of this Corporation, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice. In the case of a special meeting, such waiver of notice shall specify the general nature of the business to be transacted. In all cases, attendance at such meeting shall constitute waiver of such required notice.

4.9 ***Conflicts of Interest.***

The Board of Directors shall adopt a conflict of interest policy which shall require a Director to disclose any actual or potential conflict between a Director's personal interests and his duty to the Corporation. Any Director deemed by the Board pursuant to its conflict of interest policy to be disqualified because of an actual or apparent conflict of interest of any matter shall not vote or use his personal influence on the matter, and shall not be counted in determining the quorum for the meeting, even though permitted by law. The minutes of the meeting shall reflect the disclosure made, the abstention from voting, and the effect on the quorum.

4.10 ***Standard of Care and Fiduciary Duty.***

A Director shall stand in a fiduciary relation to this Corporation and shall perform his duties as a Director, including his duties as a member of any committee of the Board, in good faith, in a manner he reasonably believes to be in the best interest of this Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interests of this Corporation. In performing his duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- 4.10.1 one or more officers or employees of this Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- 4.10.2 counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such persons; and

- 4.10.3 a committee of the Board of this Corporation upon which he does not serve, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

4.11 ***Factors Which May Be Considered by Directors.***

In discharging the duties of their respective positions, the Board, committees of the Board and individual Directors may, in considering the best interests of this Corporation, consider the effects of any action upon employees, suppliers and customers of this Corporation and communities in which offices or other establishments of this Corporation or an affiliated corporation are located, and all other pertinent factors. The consideration of these factors shall not constitute a violation of Section 4.12 hereof.

4.12 ***Rules and Regulations.***

The Board of Directors may adopt rules and regulations not inconsistent with these Bylaws for the administration and conduct of the affairs of the Corporation and may alter, amend or repeal any such rules or regulations adopted by it.

Article V
Committees of the Board of Directors

5.1 ***General Provisions***

Committees of the Board of Directors shall be standing and special. The Board of Directors shall appoint the Chair of all Committees. Members of all Standing Committees shall be appointed by the Committee Chair and need not be Directors. Members of special committees shall be appointed by the President and need not be Directors.

5.2 ***Standing Committee***

The Standing Committees include, but are not limited to, Executive, Nominating, Finance, Development and Public Relations, Medical Advisory/Evaluation Committee, and Strategic Planning.

5.3 ***Standing Committee Term of Office***

The terms of office of the Chair and members of the Standing Committees shall coincide with the term of the President.

5.4 ***Special Committees***

Special committees shall be created by the Board of Directors, as it may deem necessary to carry on the work of the Corporation.

5.5 ***Special Committee Term of Office***

The terms of office of the Chair and members of the special committees shall be for the existence of each such committee, as determined by the Board of Directors.

5.6 *Quorum*

A majority of members of each Committee, except the Community Advisory Committees, shall constitute a quorum.

5.7 *Committee Meetings*

All Committees shall meet at the request of their Chair.

5.8 *Committee Secretary*

The Chair of each Committee shall select from among its members one person to serve as Secretary. The Secretary shall keep minutes of the Committee meetings, file a copy of the minutes with the Secretary of the Board of Directors, and in matters of unusual importance circulate such minutes to all Directors prior to the Board of Directors meeting when proposals will be submitted. In doing so, the Secretary of the Committee will call attention to the fact that the proposals, as set forth in the minutes of said meeting of the Committee, will be proposed for action at the forthcoming meeting of the entire Board of Directors.

5.9 *Executive Committee*

The Executive Committee shall consist of the officers of the Board of Directors (President, Vice President, Secretary, Treasurer), and the Chairs of the Finance and Nominating Committees and the Secretariat of Social and Pastoral Concerns of the Diocese of Pittsburgh. The Executive Committee shall meet upon call by the President for the purpose of performing urgent business that cannot wait for the action of the Board of Directors, or as provided in Section 4.1 hereof. The Executive Committee of the Board shall be empowered to act with authority and in the name of the Board in the business and affairs of the Corporation, subject to the limitations in Article I, Section 1.3, when Board action is required and a quorum is lacking. Any action of the Executive Committee shall be reported at the next meeting of the Board of Directors.

5.10 *Nominating Committee*

The Nominating Committee shall be composed of a Chair and at least three (3) other Directors. The Nominating Committee shall:

5.10.1 Recommend to the Board of Directors, at its September meeting, nominees for membership on the Board of Directors to be selected at its next regular meeting for recommendation to the Sole Member, and provide a list of nominees for officers of the Board of Directors and for a Chair of the Nominating Committee at its regular meeting immediately preceding its Annual Meeting;

5.10.1.1 And shall present a written profile of each nominee referred to in Section 5.10.1, which shall contain all relevant information, such as residence, education, business affiliation, and experience in social, welfare, and civic organizations;

- 5.10.1.2 And shall invite the Directors to suggest candidates for Directors, officers, and Chair of the Nominating Committee in sufficient time to allow the Committee to comply with the directives of Section 5.10.1;
- 5.10.2 Analyze, from time to time, the attendance of Directors; and
- 5.10.3 Consult with those who are not attending regularly, and recommend to the Executive Committee action regarding inactive members.

5.11 ***Finance and Audit Committee***

The Finance and Audit Committee shall be responsible for overseeing the financial operations of the Catholic Charities Free Health Care Center and the independent auditing process conducted by management and the independent auditor. The Committee shall be composed of the Treasurer of the Corporation, who may act as the Chair of the Committee, and at least three (3) other persons. If the Treasurer of the Corporation is not the Chair of the Committee, the Treasurer must serve as one member of the Committee. A member of the parent corporation's Finance and Audit Committee should be an ex-officio member of the Catholic Charities Free Health Care Center's Committee. The Finance and Audit Committee shall:

- 5.11.1 Meet at least four (4) times a year with management to review the financial statements, budgets, investments, insurance policies, and fees of the Corporation. The independent auditor shall meet with the Committee independently of management at least once (1) annually, and shall have direct access to the Committee at any time.
- 5.11.2 Report to the Board of Directors at regular intervals, submitting any recommendations it may have from time to time with respect to financial reporting and accounting practices, policies and procedures, and internal controls and safeguards.
- 5.11.3 Research and recommend investment programs.
- 5.11.4 Consider the details of the budget prepared by the Administrator and present it to the Board of Directors. Only the Sole Member may set the Corporation's budget.
- 5.11.5 Report to the Board at regular intervals and provide annually to all Directors a complete auditor's report of the Corporation's finances, including its endowment and trust funds; and
- 5.11.6 Oversee the independent audit process and coordinate annual independent audit requirements with the Sole Member. The Sole Member shall appoint such independent auditor, but the Corporation shall pay all costs associated with its independent audit.

5.12 ***Development and Public Relations Committee***

The Development and Public Relations Committee shall be composed of a Chair and at least three (3) other persons. The Development and Public Relations Committee shall:

- 5.12.1 Review annually the sources of agency funding and explore new and alternate funding sources;
- 5.12.2 Assist in developing and implementing an annual resource development plan and assure that fund raising plans and strategies are clearly in line with the Mission and goals of the Corporation;
- 5.12.3 Formulate policy recommendations on all matters pertaining to resource development and recommend policy to the Board of Directors for action; and
- 5.12.4 Report to the Board at regular intervals, giving progress as measured against the annual development plan.
- 5.12.5 Assist in developing an agency-wide public relations plan.
- 5.12.6 Assist in the promotion of public relations activities.

5.13 ***Strategic Planning Committee***

The Strategic Planning Committee shall be composed of the Chair and at least three (3) other persons. The Strategic Planning Committee shall:

- 5.13.1 Assist in the development of a five-year strategic plan.
- 5.13.2 Approve the strategic plan for submission to the Board of Directors.
- 5.13.3 Monitor the implementation of the plan on an annual basis through a report to the Board at the June meeting by the Administrator.

5.14 ***Medical Advisory/Evaluation Committee***

The Medical Advisory/Evaluation Committee shall be composed of the Chair and at least three (3) other persons. The Medical Advisory/Evaluation Committee shall:

- 5.14.1 Advise on all clinical aspects of operating a clinic including scope of services, referral system for tertiary care, specialty care and diagnostics.
- 5.14.2 Establish job descriptions for medical/clinical staff and volunteers, procedures for credentialing professionals, quality assurance, clinical policies, algorithms, professional supervision, continuing medical education, and clinical staffing.
- 5.14.3 Develop recommendations for functional layout of clinical space, equipment and supplies, pharmaceutical provisions and other related clinical operations.

5.15 ***General Duties***

In addition to the duties defined above, each Committee shall, in its area of specialization, be an advisor to the Board of Directors, conduct research, and present recommendations to the Board. The membership of the Executive and Nominating Committees are limited as

stipulated in these Bylaws. All other Committees may and are encouraged to recruit volunteer members from the community at large. Such volunteer membership is subject to the approval of the Board.

Article VI ***Administrative Processes***

6.1 *Administrator*

The Administrator shall be empowered to sign, with any other proper officer, any contracts, leases involving property not owned by the Corporation, and other instruments which may be lawfully executed on behalf of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be delegated by the Board of Directors to some other officer or agent. The President shall be a member, ex officio, of all Committees, except when the appointment is reserved to the Board of Directors.

6.2 *Duties of the Administrator*

The duties of the Administrator shall include, but not be limited to:

- 6.2.1 Be immediately accountable to the Board of Directors and ultimately accountable to the Sole Member;
- 6.2.2 Implement the operational policies determined by the Board of Directors;
- 6.2.3 Direct the Corporation's activities in the Diocese of Pittsburgh;
- 6.2.4 Coordinate the work of the Board of Directors and the staff of the Corporation;
- 6.2.5 Provide for the employment, supervision, direction, and training of the staff of the Corporation and give professional leadership to the employees of the Corporation;
- 6.2.6 Assist in the preparation of the budgets and reports of the Corporation;
- 6.2.7 Keep the Board of Directors informed of the operations and programs of the Corporation;
- 6.2.8 Subject to the limitations of these Bylaws, act as the representative of the Corporation in Diocesan, State, and National human service activities;
- 6.2.9 Hire and dismiss the staff of the Corporation;
- 6.2.10 Sign, with previous authorization of the Board of Directors, all checks, program contracts, purchase-of-service contracts, proposals, applications, government forms, and other documents necessary and appropriate to the implementation of the policies and programs of the Corporation as set forth in the Bylaws or as otherwise stated from time to time by the Board of Directors;

- 6.2.11 Assist the Secretary of the Board of Directors in keeping accurate records of the acts and proceedings of all meetings of the Board of Directors and in giving required notices; and
- 6.2.12 Perform such other duties and hold such other offices as shall be delegated by the Board of Directors.

6.3 *Replacement of Administrator*

- 6.3.1 In the event of the death, disability, resignation, or departure of the Administrator, the Board of Directors will appoint a Search Committee to find a qualified replacement. The Board of Directors will appoint an Acting Administrator who will assume the responsibilities of overseeing the day-to-day operations of the Corporation during the search period.

Article VII *Personal Liability of Directors*

7.1 *Directors' Personal Liability.*

A Director of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action, provided however that this provision shall not eliminate or limit the liability of a Director to the extent that such elimination or limitation of liability is expressly prohibited by Chapter 57, Subchapter B of the Pennsylvania Nonprofit Corporation Law of 1988, as in effect at the time of the alleged action or failure to take action by such director.

7.2 *Preservation of Rights.*

Any repeal or modification of this Article by the Corporation shall not adversely affect any right or protection existing at the time of such repeal or modification to which any Director or former Director may be entitled under this Article. The rights conferred by this Article shall continue as to any person who has ceased to be a Director of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

Article VIII *Indemnification*

8.1 *Mandatory Indemnification of Directors and Officers.*

The Corporation shall indemnify to the fullest extent now or hereafter permitted by law, (including but not limited to the indemnification provided by Chapter 57, Subchapter D of the Pennsylvania Nonprofit Corporation Law of 1988), each Director or officer (including each former Director or officer) of the Corporation who was or is made a party to or a witness in or is threatened to be made a party to or a witness in any threatened pending, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was an authorized representative of the Corporation, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties) and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding.

8.2 *Mandatory Advancement of Expenses to Directors and Officers.*

The Corporation shall pay expenses (including attorneys' fees and disbursements) incurred by a director or officer of the Corporation referred to in Section 8.1 hereof in defending or appearing as a witness in any civil or criminal action, suit or proceeding described in Section 8.1 hereof in advance of the final disposition of such action, suit or proceeding. The expenses incurred by such Director or officer shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding only upon receipt of an undertaking by or on behalf of such Director or officer to repay all amounts advanced if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as provided in Section 8.4 hereof.

8.3 *Permissive Indemnification and Advancement of Expenses.*

The Corporation may, as determined by the Board of Directors from time to time, indemnify to the fullest extent now or hereafter permitted by law, any person who was or is a party to or a witness in or is threatened to be made a party to or a witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was an authorized representative of the Corporation, both as to action in his official capacity and as to action in another capacity while holding such office or position, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding. The Corporation may, as determined by the Board of Directors from time to time, pay expenses incurred by any such person by reason of his participation in an action, suit or proceeding referred to in this Section 8.3 in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as provided in Section 8.4 hereof.

8.4 *Scope of Indemnification.*

Indemnification under this Article shall not be made by the Corporation in any case where a court determines that the alleged act or failure to act giving rise to the claim for indemnification is expressly prohibited by Chapter 57 of the Pennsylvania Nonprofit Corporation Law of 1988, or any successor statute as in effect at the time of such alleged action or failure to take action.

8.5 *Miscellaneous.*

Each Director and officer of the Corporation shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote or disinterested directors, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the Corporation and shall inure to the benefit of the heirs, executives and administrators of such person.

Indemnification and advancement of expenses under this Article shall be provided whether or not the indemnified liability arises or arose from any threatened, pending or completed action

by or in the right of the Corporation. Any repeal or modification of this Article by the Members or the Board of Directors of the Corporation shall not adversely affect any right or protection existing at the time of such repeal or modification to which any person may be entitled under this Article.

8.6 *Definition of Authorized Representative.*

For the purpose of this Article, the term “authorized representative” shall mean a director, officer, employee or agent of the Corporation or of any corporation controlled by the Corporation, or a trustee, custodian, administrator, committeeman or fiduciary of any employee benefit plan established and maintained by the Corporation or a person serving another corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the Corporation.

**Article IX
*Amendments***

9.1 *Amendment*

These Bylaws may be adopted, altered, amended, modified, repealed, or suspended, in accord with Article I, Section 1.3.4, by the Sole Member of the Corporation.

9.2 *Effect*

Final action on an adoption, alteration, amendment, modification, repeal, or suspension of the Bylaws is the exclusive responsibility of the Sole Member of the Corporation. Upon adoption by the Sole Member, the revised Bylaws are intended to control all legal acts and resolutions of the Corporation.

**Article X
*General Provisions***

10.1 *Fiscal Year*

The fiscal year of the Corporation shall be July 1 through June 30.

10.2 *References to Gender and Number*

For purposes of interpretation, the masculine gender shall include the feminine. The singular shall include the plural and the plural shall include the singular where the context so requires.

10.3 *Not for Profit*

This Corporation is not organized for the pecuniary profit of its directors, officers, or Members; nor may it issue stock nor declare nor distribute dividends, and no part of its net income shall inure to the benefit of any director, officer, or Member; and any balance of money or assets remaining after the full payment of corporate obligation of all and any kind shall be devoted solely to the charitable purposes of the Corporation.

10.4 ***Dissolution***

Upon dissolution of the Corporation, the Sole Member of the Corporation shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all assets of the Corporation for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for religious or charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue code of 1994, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the members of the Corporation shall determine in conformity with the Canon Law of the Roman Catholic Church.

10.5 ***No Private or Political Beneficiaries.***

In keeping with the statement of purpose of the Corporation as set forth in the Articles of Incorporation, no part of the earnings or assets of the Corporation shall inure to the benefit of any private individual, and no substantial part of the activities of the Corporation or of any recipient of its funds shall be to carry on propaganda or otherwise to attempt to influence legislation or to aid any political campaign on behalf of any candidate for public office.

10.6 ***Violation of Charitable and Educational Purpose.***

In no event and under no circumstances shall the Board of Directors make any distribution or expenditure, engage in any activity, hold any assets or enter into any transaction whatsoever the effect of which under applicable federal laws then in force will cause the Corporation to lose its status as an organization exempt from federal income taxation or as an organization to which contributions are deductible in computing the net income of the contributor for purposes of federal income taxation.

10.7 ***Annual Report.***

The Treasurer shall submit annually to the Board of Directors a statement containing those details required to be included under the provisions of the Pennsylvania Nonprofit Corporation Law of 1988, the Articles of Incorporation of this Corporation, or these Bylaws.

10.8 ***Books and Records.***

This Corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its Board of Directors and Committees. The Corporation will keep at its registered office the original or a copy of its Bylaws including amendments to date certified by the Secretary of the Corporation.

10.9 ***Tax Records.***

The Corporation shall maintain at its principal office a copy of its application for inclusion in the Kenedy Directory and all tax returns filed with the Internal Revenue Service. Such documents shall be made available during regular business hours for inspection by any person requesting to see them.

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November 13, 2006	Recommended for adoption by Catholic Charities Board of Directors
December 6, 2006	Accepted by the Membership
December 1, 2006	Effective
June 25, 2008	Revised
October 21, 2008	Revised
February 18, 2009	Revised