

BYLAWS
OF
THE CATHOLIC CHARITIES'
FOOD BANK OF THE SOUTHERN TIER
A SPECIAL SERVICES SUBSIDIARY OF
CATHOLIC CHARITIES OF THE DIOCESE OF ROCHESTER, INC.
ELMIRA, NEW YORK

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ARTICLE I – THE CORPORATION

Section 1. Purposes of the Corporation

Catholic Charities of the Diocese of Rochester (the “Corporation”), known as Catholic Charities of the Roman Catholic Diocese of Rochester, is a corporation organized pursuant to Chapter 256 of the Laws of 1917, as the same has been amended to date.

The Corporation’s purpose is to advance the social mission of the Church as a constitutive element of the Gospel. The Corporation is organized within a decentralized system of governance with a Board of Directors that provides over-all vision and direction for the Diocese’s work in social ministry, within which framework the regional and Diocesan offices plan and implement their ministry.

Through a broad range of advocacy and direct service activities, the Corporation proactively addresses the human needs of all people, giving particular attention to the marginalized in the Diocese of Rochester.

Specific goals include, but are not limited to:

- striving to eliminate the causes of social injustice;
- providing direct services where needs are unmet by others or where there is specific need for a service based upon Catholic social teaching;
- empowering persons to develop their full potential;
- assisting Catholic faith communities in developing parish-based social ministry programs;
- collaborating with, and convening, other agencies and groups that share our mission or values; and
- working with elected officials, civic leaders and persons in business and industry to effect a more just society.

Section 2. Offices of the Corporation

The principal office of the Corporation shall be at the Diocesan Pastoral Center, 1150 Buffalo Road, Gates, New York, County of Monroe, State of New York. The Corporation may also have offices at such other places within the State of New York as the Corporation's Directors or the Corporation's Board of Directors may from time to time determine, and the activities of the Corporation may require.

ARTICLE II – THE FOOD BANK OF THE SOUTHERN TIER

Section 1. Purpose

On December 17, 2002 the Board of Directors of the Corporation established the Board of Directors ("Board") of The Food Bank of the Southern Tier ("FBST"). The FBST Board acts as a committee of the Corporation. It is responsible for governing the affairs of FBST and its mission of :

"Working together to build and sustain hunger free communities throughout the Southern Tier"

Section 2. Offices

The principal office of FBST shall be at 388 Upper Oakwood Avenue, Elmira, New York 14903. Other offices may be established by the FBST Board.

ARTICLE III – FBST BOARD OF DIRECTORS

Section 1. Authority

The affairs, property, business and policies of FBST shall be under the charge, control and direction of the FBST Board, subject to the reserved powers of the Corporation's Board of Directors as described in Article VII, Section 2.

Section 2. Number of Directors

The Board shall be composed of not less than nine (9) and no more than nineteen (19) Directors, at least two-thirds of whom must be Roman Catholic. The size of the Board may be changed from time to time by amending these Bylaws. As used in these Bylaws, the entire Board means the total number of current Elected Directors.

Section 3. Category, Terms and Election of Directors

a) Ex-Officio Directors

The Associate Diocesan Director of the Corporation in the Southern Tier and the FBST President/CEO shall be ex-officio, non-voting Directors ("Ex-Officio Directors").

b) Elected Directors and Terms

All other Directors shall be “Elected Directors” who shall be elected for terms of three (3) years, which terms shall be divided as nearly as possible into three (3) classes of Elected Directors so that each year only about one-third (1/3) of the Elected Directors' terms will expire. An Elected Director may not serve more than three (3) consecutive three-year terms. At the annual meeting, the Elected Directors shall be elected. Any Director elected to fill an unexpired term of up to 18 months shall be eligible for election for three (3) additional three-year terms. Each Elected Director shall hold his/her office until the expiration of his/her term and until a successor has been elected, except in the case of resignation or death of such Elected Director.

Section 4. Annual Meeting of the Board

The Board shall hold an annual meeting at a convenient time and location designated by the Board. Notice of the Annual meeting shall be given to each Director of the Board not less than ten (10) or more than fifty (50) days before the date fixed for such a meeting.

Section 5. Regular Meetings of the Board

The Board shall hold at least five (5) regular meetings each year. Notice of all regular meetings, together with the minutes of the preceding regular meeting, shall be given to each Director not less than five (5) days before the date fixed for such a meeting.

Section 6. Special Meetings of the Board

Special meetings may be called at any time by the Board Chairperson, by the President/CEO or upon written request of one-third (1/3) of the Board. Notice of a special meeting shall be given to each Director at least three (3) days before the date of such special meeting. The notice shall state the business for which the special meeting has been called, and no business other than that stated in the notice shall be transacted at such special meeting.

Section 7. Notice of Meetings

Notice of meetings may be given by fax, by e-mail or by mail. If notice is sent by fax or e-mail, notice is given when directed to the individual's fax number or e-mail address provided by the individual to the FBST; provided, that notice shall not be deemed delivered if: (a) the FBST is unable to deliver two (2) consecutive notices to the individual by e-mail or fax; or (b) the FBST otherwise becomes aware that notice cannot be delivered to the individual by e-mail or fax.

Section 8. Waiver of Notice

Notice of any meeting of the Board need not be given to any Director who submits a signed waiver of notice either before or after the meeting, or who attends the meeting without protesting the lack of notice prior thereto or at its commencement. Waivers may be provided (a) in writing signed by the Director either in hard copy or by affixing a signature by any reasonable means (e.g., fax signature) or (b) by email that includes information from which the recipient can reasonably determine that the transmission was authorized by the individual submitting the waiver.

Section 9. Place and Time of Board Meetings

The Board may hold its meetings at the office of the Agency or at such other places within the Southern Tier as it may from time to time determine.

Section 10. Quorum of Directors

- a) The presence in person (in person or by conference) of a majority of the entire Board shall be necessary to constitute a quorum for the transaction of business.
- b) In the event a quorum is not present, a majority of those Directors present may adjourn such meeting to another time and place. Notice of the adjournment shall be given to all Directors who are absent at the time of the adjournment.

Section 11. Action by the Board

- a) Each Elected Director shall be entitled to one vote. Except as otherwise provided by law or in these Bylaws, the act of the Board means action taken at a meeting of the Board at which a quorum is present by a vote of a majority of the Director's present at the time of the vote.
- b) Any action required or permitted to be taken by the Board or any committee may be taken without a meeting if all Directors of the Board or the committee thereof, respectively, consent to the adoption of a resolution authorizing the action. The resolution and written consents shall be filed with the minutes of the proceedings of the Board or committee. Consents may be provided: (i) in writing signed by the Director either in hard copy or by affixing a signature by any reasonable means (e.g., fax signature); or (ii) by email that includes information from which the recipient can reasonably determine that the transmission was authorized by the Director.
- c) Any or all Directors, or any one or more members of a committee thereof, may participate in a meeting by means of a telephone conference, electronic video screen communication, or similar communications equipment. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each individual may participate in all matters before the Board or committee, including but not limited to, proposing, objecting to, and voting upon a specific action taken at the meeting.
- d) The Board may elect to hold an Executive Session. In Executive Session, the Board shall determine which staff, if any, may attend.

Section 12. Resignation

A Director may resign at any time by giving written notice to the Board, the Chairperson, the Secretary or the President/CEO. Unless otherwise specified in the notice, the resignation shall take effect upon receipt, and the acceptance of the resignation shall not be necessary to make it effective.

The Board is not required to accept the resignation for the resignation to take effect.

Section 13. Removal

An Elected Director may be removed from office with cause at any regular or special meeting of the Board by majority vote of the entire Board. Absence from three (3) consecutive regular meetings of the Board shall constitute cause for removal.

Section 14. Attendance at and Minutes of Meetings

Attendance at each meeting of the board shall be recorded by the Secretary in the minutes.

Section 15. Newly-Created Directorships and Vacancies

Newly created directorships resulting from an increase in the number of Directors and vacancies occurring on the Board for any reason shall be filled by vote of a majority of the Board. A Director elected to fill a vacancy caused by resignation, death, disability or removal shall be elected to hold office for the unexpired term of her/his predecessor.

Section 16. Compensation

No voting Director shall receive, directly or indirectly, any salary or compensation from the FBST for services as a Director.

Section 17. Representation on Corporate Board of Directors

FBST Board shall appoint a representative to serve on the Corporate Board of Directors. The appointee may be a current Director, a past Director or a member of the community at large who understands the concerns of the FBST. No Director may serve on the Corporate Board more than nine consecutive years.

ARTICLE IV – OFFICERS

Section 1. Designation and Election of Officers

The officers of FBST Board shall consist of the Chairperson, one or more Vice Chairpersons, a Treasurer, a Secretary, the President/CEO and such other officers as the Board may authorize. All officers shall serve at the pleasure of the Board. All officers, except the President/CEO, shall be elected by the Board at its annual meeting, shall hold office for a period of one year or until their successors shall have been duly elected, and may be removed by a majority of the entire Board at any time, with sufficient cause. Any vacancy occurring in said offices may be filled by the Board. Except for the offices of Chairperson and Secretary, any two offices may be held by the same person. No employee of the Corporation shall serve as Chairperson or officer with similar duties unless approved by two-thirds vote of the entire Board and such approval is contemporaneously documented.

Section 2. Chairperson

The Chairperson shall preside at all meetings of the Board, shall appoint committee members, subject

to the approval of the Board, shall be an ex officio member of all committees of the Board and shall be the chairperson of the Executive Committee.

Section 3. Vice Chairperson

During the absence or disability of the Chairperson, the Vice Chairperson shall have all of the powers and functions of the Chairperson. The Vice Chairperson shall perform such other duties as the Chairperson or that the Board shall prescribe.

Section 4. Treasurer

The Treasurer shall have general oversight for the FBST's funds and accounts, subject to the finance policies, procedures and practices of the Board. Day-to-day management responsibility shall be delegated to the President/CEO, who shall cause proper accounts to be kept, which shall at all reasonable times be open to the examination of any Director of the Board, and reports therefrom shall be rendered at such times as the Chairperson or Board may order.

Section 5. Secretary

The Secretary:

- a) ensures that appropriate notices and agendas are distributed for all meetings of the Board;
- b) acts as custodian of all records and reports of the FBST;
- c) is responsible for the keeping and reporting of complete and accurate minutes of all meetings of the Board, and all unanimous written consents executed by Directors; and
- d) performs such other duties as pertain to the office, or as may be prescribed by the Board.

Section 6. President/CEO

The President/CEO:

- a) is appointed, evaluated and removed by joint action of the Associate Diocesan Director of the Corporation and the Board;
- b) acts as the chief executive officer of FBST and is accountable to the Board for day-to-day operations;
- c) provides vision, insight, background information, policies, options and documentation, and staff support to the Board with the Board setting policy and general direction; and
- d) assures that the Board has a philosophy, mission statement, strategic plan, and annual action plan/budget, and
- e) is an ex-officio, voting member of all Committees.

Section 7. Additional Powers and Duties

The officers of FBST shall have such additional powers and duties as may be conferred upon them by the Board.

ARTICLE V – COMMITTEES

Section 1. Committees

The Board, by resolution adopted by a majority of the entire Board, may designate committees consisting of at least three (3) or more Directors plus additional independent non-director members. These committees shall have such authority as provided by the Board resolution. Except as otherwise provided in these Bylaws, the chairpersons and all members of these committees shall be appointed annually by the Chairperson at the annual meeting of the Board subject to Board approval.

Section 2. Committee Meetings

A quorum shall be equal to a majority of the members of the committee. A vote by a majority of the members present at a duly organized committee meeting shall constitute the action of the committee. Each committee shall submit minutes of its meetings to the board. Except as specified otherwise, committees of the Board shall meet at least quarterly, and special committees shall meet with such frequency as is necessary to accomplish their purpose.

Section 3. Executive Committee

The Executive Committee shall consist of at least the Chairperson, the Vice Chairperson(s), the Secretary, the Treasurer, the Food Bank President/CEO, the Associate Diocesan Director in the Southern Tier and the immediate past Chairperson so long as such Chairperson remains a Director. The Executive Committee shall represent the Board and shall have the power to transact all regular business of the FBST if need be during the period between meetings of the Board. The Executive Committee shall not have authority to:

- (1) fill vacancies on, or remove Directors from, the Board or any committee;
- (2) amend, repeal or adopt Bylaws;
- (3) amend or repeal any resolution of the Board that by its terms is not so amendable or repealable;
- (4) change the number of Directors;
- (5) elect or remove officers or Directors;
- (6) approve a merger or plan of dissolution of the FBST;
- (7) approve the sale, lease, exchange or other disposition of all or substantially all of the FBST's assets;
- (8) approve the purchase of real property that will constitute all or substantially all of the assets

of the FBST once purchased;

- (9) authorize indemnification under these Bylaws;
- (10) approve the annual budget; or
- (11) resolve any unresolved conflict submitted to the Board under Article VII, Section 3.

The Executive Committee shall meet regularly as deemed necessary or advisable by the Chairperson, the President/CEO or any three or more Executive Committee members. The Committee shall keep minutes of each of its meetings, which shall be reported to the Board at its next regular meeting.

Section 4. Finance Committee

The Finance Committee shall consist of at least the Treasurer, who shall be chairperson, and at least two and not more than four other Directors plus additional independent non-director members. The Finance Committee shall establish reporting policies and monitor compliance of the fiscal affairs of FBST.

Section 5. Audit and Compliance Committee

The Audit and Compliance Committee shall consist of at least three (3) independent Directors and independent non-director members, one of whom shall be appointed chairperson, and appointed by the Board for the purpose of, as stipulated in the Bylaws, assisting the Board in its oversight of the following; 1) adequacy of the Food Bank's system of internal controls and financial reporting practices, 2) appointment of the external auditors, unless appointed by the Diocese, 3) annual review of the audited financial statements, and 4) administration of the Food Bank's policy on conflicts of interest and confidentiality.

Section 6. Nominating & Corporate Governance Committee

The Nominating & Corporate Governance Committee shall consist of at least the Chairperson, the Food Bank President/CEO, and up to four (4) Directors plus additional independent non-director members. It shall nominate Directors and officers for election at the Annual Meeting, and at other meetings when vacancies are to be filled.

The committee shall seek, nominate, provide relevant knowledge to, and evaluate performance of Directors; assist the Chairperson in appointment of members of committees of the Board; and oversee corporate governance practices of the Board and its committees.

Section 7. Development Committee

The Development Committee shall consist of at least three (3) Directors (one of which shall be the committee chairperson) the FBST President/CEO, the FBST Director of Resource Development, plus representatives from the community (independent non-director members), who may not be Directors of the Board, for the purpose of supporting the on-going solicitation and acquisition of major financial gifts and preparation of future capital campaigns of the FBST.

ARTICLE VI – INDEMNIFICATION AND INSURANCE

Section 1. Indemnification

Unless clearly prohibited by law or Section 2 of this Article VI, the Corporation shall indemnify any person (“Indemnified Person”) made, or threatened to be made, a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by or in the right of the Corporation, by reason of the fact that he or she (or his or her testator or intestate), whether before or after adoption of this Section, (a) is or was a Director or officer of the Corporation, including, without limitation, any regional board or (b) in addition is serving or served, in any capacity, at the request of the Corporation, as a director or officer of any other Corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the Corporation shall have consented to such settlement) and reasonable expenses, including attorneys’ fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding, and any appeal thereof.

Section 2. Prohibited Indemnification

The Corporation shall not indemnify any person if a judgment or other final adjudication adverse to the Indemnified Person (or to the person whose actions are the basis for the action or proceeding) establishes, or the Board in good faith determines, that such person’s acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

Section 3. Advancement of Expenses

The Corporation shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Corporation, pay or promptly reimburse the Indemnified Person’s reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the Corporation, with interest, for any amount advanced for which it is ultimately determined that he or she is not entitled to be indemnified under the law or Section 2 of this Article VI. An Indemnified Person shall cooperate in good faith with any request by the Corporation that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

Section 4. Indemnification of Others

Unless clearly prohibited by law or Section 2 of this Article VI, the Board may approve Corporation indemnification as set forth in Section 1 of this Article VI or advancement of expenses as set forth in

Section 3 of this Article VI, to a person (or the testator or intestate of a person) who is or was employed by the Corporation or who is or was a volunteer for the Corporation, and who is made, or threatened to be made, a party in any action and proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the Corporation in any capacity for any other Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

Section 5. Determination of Indemnification

Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court the Board shall, upon written request by the Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these Bylaws. Before indemnification can occur the Board must explicitly find that such indemnification will not violate the provisions of Section 2 of this Article VI. No Director with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested Directors is not obtainable, the Board shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these Bylaws.

Section 6. Binding Effect

Any person entitled to indemnification under these Bylaws has a legally enforceable right to indemnification which cannot be abridged by amendment of these Bylaws with respect to any event, action or omission occurring prior to the date of such amendment.

Section 7. Insurance

The Corporation is not required to purchase Directors' and officers' liability insurance, but the Corporation may purchase such insurance if authorized and approved by the Board. To the extent permitted by law, such insurance may insure the Corporation for any obligation it incurs as a result of this Article VI or operation of law and it may insure directly the Directors, officers, employees or volunteers of the Corporation for liabilities against which they are not entitled to indemnification under this Article VI as well as for liabilities against which they are entitled or permitted to be indemnified by the Corporation.

Section 8. Nonexclusive Rights

The provisions of this Article VI shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board is authorized to enter into agreements on behalf of the Corporation with any Director, officer, employee or volunteer providing them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefore in this Article VI, subject in all cases to the limitations of Section 2 of this Article VI.

ARTICLE VII – RELATIONSHIP TO THE BOARD OF DIRECTORS OF THE CORPORATION

Section 1. FBST Board

The FBST Board functions as a committee of the Corporation and is responsible for governing the affairs of FBST pursuant to the authority and responsibility delegated by the Corporate Board as it deems necessary and appropriate.

Section 2. Reserved Powers

Powers and duties of the FBST Board shall be those of a community-based Board, except for the following, which are reserved by the Corporation's Board of Directors or the Members of the Corporation:

- a) approval of amendments to FBST's Bylaws;
- b) any change in the philosophy, mission and values of FBST as an office operating under the auspices of the Roman Catholic Diocese of Rochester;
- c) approval of FBST Board membership policies and criteria;
- d) the lease of real property to third parties when the lease is for a term greater than one (1) year and the value of the property is greater than \$500,000;
- e) the purchase of real property when the value of the property considered for purchase is greater than \$500,000 or ten percent (10%) of FBST's average annual operating budget for the immediately preceding three (3) years, whichever is less;
- f) the sale of real property when the value of the property considered for sale is greater than \$500,000 or ten percent (10%) of FBST's average annual operating budget for the immediately preceding three (3) years, whichever is less;
- g) borrowing, when the aggregate value of the indebtedness is greater than \$500,000 or ten percent (10%) of FBST's average annual operating budget for the immediately preceding three (3) years, whichever is less;
- h) establishment of total Corporation budget; and
- i) establishment of common personnel, fiscal and planning policies and procedures for the Corporation.
- j) if the FBST has annual revenues of less than \$10 million, approval for the use of services or resources in the areas of finance, insurance, information technology or human resources other than that selected by the Corporation.

The FBST Board shall provide prompt notice to the Corporate Board of Directors of an action involving a power or duty reserved to the Board pursuant to this Section. If there is no response from the Corporate Board within sixty (60) days of transmittal of this notice, the FBST Board shall again provide notice to the Corporate Board. Failure to respond within thirty (30) days of receipt of this second notice of an action of the FBST Board, which action constitutes a power or duty reserved to the Corporate Board pursuant to this Section, shall constitute approval of the action of the FBST Board.

Section 3. FBST President/CEO

The FBST shall employ a President/CEO (however denominated) who is appointed, evaluated and removed by joint action of the Associate Diocesan Director of the Corporation and a majority vote of a quorum of the FBST Board. Any unresolved conflict between the two as to this appointment, evaluation or removal shall be submitted for resolution by the Associate Diocesan Director or by the FBST Board by vote of two-thirds of Directors at a meeting with a quorum.

The President/CEO is accountable to the Corporation's Board of Directors for the operation of the Board with regard to any action or activity subject to the Reserved Powers set forth in Section 2 of this Article and to the Diocesan Director for Diocesan activities. Any employment agreement or terms with the President/CEO must be approved by the Associate Diocesan Director and the FBST Board in order to be effective.

ARTICLE VIII – GENERAL

Section 1. Adoption of Policies and Procedures

The Board of the FBST, by resolution, may adopt such rules, regulations, policies and procedures as it may deem necessary and appropriate to the operation of the FBST, including, but not limited to, a Conflicts of Interest policy; provided, however, that no rule, regulations, policy or procedure may be adopted by the FBST that is contrary to these Bylaws and applicable law as may be amended from time to time.

Section 2. Books and Records

There shall be kept at the FBST, (1) correct and complete books and records of FBST accounts; (2) minutes of the proceedings of the Board and its committees; (3) a current list of the Directors and officers of the FBST and their residence addresses; (4) a copy of the FBST Bylaws; (5) a copy of the FBST's application for recognition of exemption with the Internal Revenue Service; and (6) copies of the past three (3) years' information returns (if any) and Form 990-Ts (if any) filed with the Internal Revenue Service.

ARTICLE IX – BYLAW CHANGES

Section 1. Bylaw Changes

These Bylaws may be amended, repealed or adopted by vote of two-thirds of the entire FBST Board and approval of the Board of Directors of the Corporation, provided that a full statement of such proposed amendment shall have been presented and entered in the minutes of previous meetings.

Section 2. Bylaws Interpretation

Any question or dispute involving the interpretation of these Bylaws shall be decided by the FBST Board, subject to the approval of the Corporate Board.

ARTICLE X – DISSOLUTION OF THE FBST

Section 1. Dissolution of the FBST

Upon dissolution of FBST, after payment of its debts and provision for the payment of any other just claims and demands against it, all remaining assets and property of FBST, or the proceeds thereof, shall be transferred to the Corporation as directed by the Corporate Board upon the recommendation of the FBST board.

Adopted 6/5/02
Revised 2/17/06
Revised 2/16/07
Revised 12/15/09
Revised 6/20/13
Revised 10/17/13
Revised 11/20/14
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