

**PROPOSED**

**AMENDED AND RESTATED BYLAWS**

**OF**

**THE ASSOCIATION OF THE LADIES OF CHARITY, DIOCESE OF PITTSBURGH**

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## ARTICLE I NAME

1.1 Name. The name of the corporation is the Association of Ladies of Charity, Diocese of Pittsburgh (the "Corporation") (ALCDP).

## ARTICLE II PURPOSES

2.1 Purposes. The Corporation is organized and shall at all times be operated exclusively for charitable, religious, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The specific religious purposes of this Corporation are to carry out the spiritual and charitable activities of lay associations of the faithful as defined by the Code of Canon Law of the Roman Catholic Church, especially, the Ladies of Charity.

2.1.1 In furtherance of this purpose, the Corporation will:

- operate exclusively for the benefit of and to perform the charitable works of the Ladies of Charity, a canonically recognized Association of the Faithful by the Bishop of the Diocese of Pittsburgh;
- promote the spiritual tradition of St. Vincent de Paul and St. Louise de Marillac and St. Elizabeth Ann Seton through education, retreats and spiritual formation programs for Ladies of Charity;
- arrange for the solemn, religious reception of new members into the Association;
- promote and develop the Emergency Trust Fund for the Elderly of the Ladies of Charity, the specific purpose of which is to provide for the use of the elderly, especially the marginal or low-income persons who may not qualify for government assistance, or for emergency and unexpected needs;
- support and perform the charitable works of the Ladies of Charity performed for the aged, poor, disabled, infirm, and to ensure that such charitable works are carried out in accord with the directives of St. Vincent de Paul, St. Louise de Marillac and St. Elizabeth Ann Seton, especially personal services to persons of any faith or no faith, who are not served; in activities such as the following:

Visits to homebound, elderly persons, maintenance of thrift shops, food pantries, burial expenses and religious services for the unclaimed dead through annual remembrance services at the burial site of "Unclaimed Dead" in local Catholic cemetery;

- cooperate with Catholic Charities of the Diocese of Pittsburgh, the St. Vincent de Paul Society, parishes throughout the Diocese of Pittsburgh and
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**other organizations devoted to charity, especially through support of outreach programs to the marginalized, aged, infirm or disabled persons;**

- **promote and support collaboration between the Association of Ladies of Charity in the Diocese of Pittsburgh and the Ladies of Charity of the United States of America (the “LUCSA”).**

2.1.2 In pursuit of these purposes, the Corporation shall have all of the powers granted by statute.

2.1.3 The Corporation shall not discriminate on the basis of religion, race, color, national or ethnic origin in the administration of its charitable services, or use of its charitable monies to serve those in need. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (by publishing or distributing statements, or otherwise) any political campaign on behalf of (or in opposition to) any candidate for public office.

### **ARTICLE III** **MEMBERS**

3.1 **Members.** The Members of the Association shall be the Invested Ladies of Charity within the Diocese of Pittsburgh. 3.1.1 The Invested members are those women who are members in full communion with the Catholic Church as described in the canon law of the Roman Catholic Church (1983CIC,c. 205a), and,

3.1.2 Have completed the discernment process, including approval of their Pastor, and have been formally invested in accord with the Manual of the Ladies of Charity of the United States of America.

3.1.3 Types of Invested membership are:

3.1.4 **Active Member:** A Lady of Charity who personally participates in the ongoing mission activities of the apostolate of the Ladies of Charity in accord with policies developed from time to time by the Executive Board.

3.1.5 **Associate Member:** A Lady of Charity who gives spiritual and financial support to her parish LOC association and may participate personally in the mission activities of the apostolate.

3.1.6 **Honorary Members:** A Lady of Charity who remains on the mailing list to support and to be informed of the activities taking place within the Ladies of Charity by receiving the De Marillac Newsletter.

### **3.2 Voting Rights of the Active and Associate Invested Members (Voting Members)**

Each Active and Associate Invested Member of the Corporation shall be qualified to vote in accord with the provisions of these Bylaws. Voting rights are limited to Active and Associate Invested Members.

### **3.3 Powers of Active and Associate Invested Members**

The following powers are reserved exclusively to the Active and Associate Invested Members of this Corporation. In the following matters, no action shall be binding upon or effective in the Corporation unless adopted or approved by the Active and Associate Invested Members in accord with the provisions of these Bylaws.

- (a) To develop, adopt, and amend, from time to time, in consultation with the Executive Board, the programs and policies that implement the Manual of the Ladies of Charity of the United States of America (“LOC Manual”), and for the Vincentian Setonian tradition of the Corporation;
- (b) To amend, alter, modify, or repeal the Articles of Incorporation and Bylaws;
- (c) To approve the sale or other disposition of assets or the creation of any lien on assets of the Corporation, the value of which exceeds the amount established by the Members from time to time;
- (d) To merge or consolidate the Corporation or to effect any fundamental change in the Corporation;
- (e) To approve the dissolution of the Corporation, including the approval of any plan for the distribution of assets upon dissolution;
- (f) In addition to the rights of the Members to information of the Corporation provided by Pennsylvania law (Pa.C.S.A. §5533), the Members shall be entitled to copies of any professional reports or studies that are prepared for any parish LOC organization or for the Executive Board or by the Executive Board for parish organizations or any third parties including the Spiritual Moderator or Diocesan or Parish officer related to the governance, finances or compliance with Church law or LOC Manual of the Corporation, and to any other information concerning the Corporation that may be requested by the Active and Associate Invested Members.

### **3.4 Meeting of Members**

**3.4.1** The Annual Meeting of the Active and Associate Invested Members of the Corporation shall be held in August.

**3.4.2 Special meetings of the Active and Associate Invested Members of the Corporation may be called by the Executive Board or by twenty-five (25) of the Active and Associate Invested Members.**

**3.4.3 The time and place of the Annual Meeting and Special Meetings shall be set forth in the Notice of the Meeting.**

**3.4.4 Minutes of all meetings of Members shall be taken by the recording secretary of the Executive Board and shall be maintained in the Corporate Minute Book.**

**3.5 Action by the Active and Associate Invested Members (Voting Members)**

**3.5.1 Consent by Members**

**Any action that may be taken at a meeting of the Active and Associate Invested Members may be taken without a meeting, if consent or consents in writing to act without a meeting are executed in accord with the Pennsylvania Nonprofit Law.**

**3.5.2 Quorum**

**3.5.3 Twenty-five (25) of the Active and Associate Invested members shall constitute a quorum for all Annual Meetings.**

**3.5.4 If a quorum cannot be achieved at any meeting of the Active and Associate Members, those present shall adjourn the meeting without further notice. Within ten (10) business days after such adjourned meeting, the President of the Executive Board shall send Notice to the Active and Associate Invested Members that a quorum was not met and may take action on the matters in the Agenda for the Annual Meeting at which a quorum was not attained in the manner provided in Pennsylvania Law or these bylaws. (Consent without a meeting or attendance through teleconferencing technology).**

**3.5.5 Attendance by Telephone**

**The Members may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation in a meeting shall constitute presence in person at the meeting.**

**3.5.6 Notice of Meetings**

**Written notice stating the place, day, and hour of any meeting, and in the case of a special meeting of the Active and Associate Invested Members, the purpose(s) for which the meeting is called, shall be given to each Member at least five (5) days before the date of such meeting unless a longer notice is required by law. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the Member at her address as it appears on the record of the Corporation.**

**Notice may be given by e-mail or any means that may be recorded in the Corporate Minute Book. Notice for meetings at which amendments to the Articles of Incorporation are to be considered will be given no less than ten days (10) before the day of the meeting.**

### **3.5.7 Liabilities of Members**

**As provided in Pa.C.S.A. §5552, the Members of a nonprofit corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation.**

## **ARTICLE IV DUES**

4.1 All members shall pay dues annually to LCUSA through ALCDP, the amount of which shall be determined by the Executive Board of ALCDP and shall be paid by January 1 of each New Year.

4.1.2 Any member whose dues are unpaid at the end of two fiscal years, without cause satisfactory to the Executive Board, shall be dropped from the ALCDP roster. Members are to be notified that such action is to be taken.

## **ARTICLE V GOVERNMENT OFFICERS**

5.1 The Spiritual Advisor of ALCDP is appointed by the Bishop of the Diocese. The Spiritual Advisor's position is *ex officio*.

5.2 The Spiritual Moderator of ALCDP shall be, if feasible, a Sister of Charity and shall be appointed by the Mother General of the Sisters of Charity of Seton Hill, Greensburg, Pennsylvania. The Spiritual Moderator's position is *ex officio*.

5.3 The elective officers of ALCDP shall be the: President, 1<sup>st</sup> Vice-President, 2<sup>nd</sup> Vice-President, Recording Secretary, Financial Secretary and Treasurer.

5.4 There shall be a Corresponding Secretary who shall be appointed by the President with the approval of the Executive Board.

5.5 The immediate past president shall serve on the Executive Board for one year as an advisor to the President with voice but no vote.

## **ARTICLE VI DUTIES OF THE OFFICERS**

### **6.1 THE PRESIDENT SHALL:**

6.1.1 Call and preside at ALCDP General and Executive Board, and the Executive Board Meetings with Associations' Presidents.

6.1.2 Appoint all Committee Chairmen, with the exception of the Nominating Committee, subject to the approval of the Executive Board.

6.1.3 Make temporary appointments, with the approval of the officers, to fill vacancies in offices, which may occur, until the next election.

**6.1.4 An Auditor shall be appointed by the President, with the approval of the Executive Board to audit the financial records of the Treasurer and the Emergency Trust Fund for the Elderly. The audit should be performed at the end of the term of the Treasurer and before the new Treasurer takes office.**

6.1.5 Represent ALCDP at the annual meeting (the National Assembly of the LCUSA) of the Ladies of Charity of the United States of America (LCUSA) personally, with five designated voting delegates whom she will appoint with the approval of the Board before the National Assembly.

6.1.6 Take necessary steps to insure cooperation and harmonious relations with the Society of St. Vincent de Paul, Catholic Charities of the Diocese of Pittsburgh and other Associations and Organizations devoted to Charity.

6.1.7 Remain a member of the Executive Board for one year following retirement as ALCDP President, to serve as advisor to the President with voice but no vote.

6.1.8 Be an ex-officio member of all Standing and Special Committees, with the exception of the Nominating Committee.

6.2 THE VICE-PRESIDENTS SHALL:

6.2.1 Serve in rotation in numerical order, and in this order assume the duties of President in her absence.

6.2.2 Perform such other duties as may be assigned by the Executive Board.

6.2.3 The 1<sup>st</sup> Vice President shall make the social arrangements for the Investiture luncheon or dinner.

6.2.4 The 2<sup>nd</sup> Vice President shall make the arrangements for the Annual Workshop.

6.3 THE RECORDING SECRETARY SHALL:

6.3.1 Record the minutes and votes of the Annual Meeting and the Executive Board Meetings and shall keep a record of attendance at the Executive Board Meetings, and record the minutes and votes of the Executive Board Meetings with Associations' Presidents.

6.3.2 Send copies of the minutes to the President as soon as possible after the Executive Board Meeting.

6.3.3 Keep in order all permanent records and papers belonging to ALCDP in the office file. Keep records of the participation of members in committee work and projects.

6.4 THE CORRESPONDING SECRETARY SHALL:

6.4.1 Prepare the correspondence of ALCDP as requested by the President.

6.4.2 Notify the officers and the committee chairmen of the meetings of the Executive Board.

6.5 THE TREASURER SHALL:

6.5.1 Keep an accurate account of all monies of ALCDP.

6.5.2 Deposit all funds collected under the name or auspices of ALCDP in a bank approved by the Executive Board.

6.5.3 Keep an account of the receipts and expenditures with vouchers at all times subject to the inspection of the Executive Board.

6.5.4 Receive all bills of ALCDP approved by the President or the Executive Board and then are paid only by check signed by the Treasurer and countersigned by the President. In the absence of the President, the check shall be signed by the 1<sup>st</sup> Vice-President.

6.5.5 Render a financial statement to the Executive Board at all its monthly meetings, and an annual financial report at the June Meeting. Copies of the reports should be filed with the President and the Secretary.

**6.5.6 Prepare all books and records of the ALCDP to be provided to the auditor appointed by the President.**

6.6 THE FINANCIAL SECRETARY SHALL:

6.6.1 Prepare and mail notices of membership dues, which shall be mailed in September.

6.7 THE SPIRITUAL ADVISOR:

6.7.1 The Spiritual Advisor of ALCDP assists in pursuing the spiritual objectives of the Ladies of Charity. This is his primary purpose. The Spiritual Advisor helps ALCDP to relate all of their activities to this purpose. He conducts or participates in the Spiritual and Liturgical functions arranged by ALCDP.

6.7.2 The Spiritual Advisor assists ALCDP in an advisory capacity with other matters that are a part of the functioning of ALCDP.



6.8 THE SPIRITUAL MODERATOR:

6.8.1 The role of the Spiritual Moderator of ALCDP is advisory and supportive.

6.8.2 She shall be available to each parish association's Spiritual Moderator or Parish Social Minister in order to give guidance and assistance whenever indicated or requested.

6.8.3 She shall maintain a keen interest in promoting the extension of the organization and she shall suggest ways and means to accomplish this goal.

**ARTICLE VII**  
**THE EXECUTIVE BOARD**

7.1 Management and Control

**The Executive Board (the "Board"), consisting of not fewer than three (3) persons nor more than twenty (20) persons, shall have full legal responsibility and authority to conduct, manage, and direct the business and affairs and exercise all powers of the Corporation except those specifically reserved to the Members in the Pennsylvania Nonprofit Corporation Law, the Articles of Incorporation, and these Bylaws. The Board shall provide for a certified audit of the funds and accounts of the Corporation as required by law or the contracts of the Corporation. The President shall be a non-voting member of the Board.**

7.1.2 The Executive Board shall have the power to transact the business of ALCDP.

7.1.3 The elected officers shall have the power to transact emergency business and to act in the interim between meetings of the ALCDP Executive Board.

7.1.4 The voting members of the ALCDP include the President, 1st Vice President, 2nd Vice President, Secretary, Treasurer, Financial Secretary, and Chairperson of the Emergency Trust Fund for the Elderly and all committee chairpersons who have been appointed by the president. If a committee has co-chairpersons only one vote is accepted by that committee. All voting members have one vote. All other Board Members have voice but no vote.

7.1.5 Preferably a past or present member of the ALCDP Executive Board with the majority vote of the Executive Board shall be eligible for election to the National Board of Directors of the Ladies of Charity of the United States of America (LCUSA), and by virtue of this election to the LCUSA Board shall become a member with voice and no vote of the Executive Board of ALCDP for the duration of her term. If a representative to the LCUSA National Board is needed and no past or present member of the ALCDP Executive Board is willing to accept a position on the National Board, selection may be made from the general membership with a majority vote from the Executive Board.

## 7.2 Composition of Board

7.2.1 The Executive Board of ALCDP shall be composed of: Spiritual Advisor (ex-officio), Spiritual Moderator (ex-officio), immediate past President (ex-officio, who shall serve for one-year after her presidential term ends), De Marillac News Editor (ex-officio), elected officers, Parliamentarian (ex-officio), chairpersons of standing committees and chairpersons of special committees.

### 7.2.2 Election of Executive Board; Term of Office; Vacancy in Office

(a) Election of Executive Board At the March meeting, the Executive Board shall elect three members of the Executive Board to serve on the Nominating Committee. The member receiving the highest number of votes shall be the chairman. After the nominating committee has been elected, two alternates shall be elected and the first alternate shall fill any vacancy that may occur on the Committee. The Nominating Committee shall submit a slate of officers by mail to the Executive Board prior to the Annual June Board Meeting for election. At this election meeting, additional nominations may be made from the floor, but the nominee must have consented in writing to serve. When there is but one nominee, then election shall be made by voice.

Incoming officers shall be installed at the same place and time as the Annual Meeting. They shall assume the duties of their office immediately after installation.

(b) Term of Office The President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice-President, Recording Secretary, Financial Secretary, and the Treasurer shall be elected by ballot by members of the Executive Board at its June Meeting for a term of one year. The Corresponding Secretary is an appointive office (see Article V – 5.4). No officer shall be eligible to serve for more than two consecutive terms in the same office; nor shall appointed standing committee chairpersons with the exception of the Emergency Trust Fund for the Elderly Chairperson, Extension Chairperson, Membership Secretary, Jr. Ladies of Charity Chairperson, Parliamentarian and De Marillac News Editor.

(c) Vacancies If a vacancy occurs among the officers, the President, within twenty days, will notify in writing the Executive Board that a vacancy has occurred and request that recommendations of eligible candidates to fill the vacancy be sent to her within thirty days. The Executive Board shall elect a qualified candidate from the names submitted to the president. The elected candidate will complete the unexpired term and will be eligible to run for office for two more terms.

## **ARTICLE VIII** **MEETINGS AND QUORUM**

8.1 At the Annual Meeting, end of the year reports from standing and special committees will be submitted.

8.2 All Board Meetings should be held on a day independent from any other ALCDP event with the exception of the Presidents' Meetings.

8.3 Other general meetings may be called by the President when the need arises.

8.4 Twenty-five Invested Members shall constitute a quorum for all other general meetings.

8.5 The Executive Board shall meet monthly or more often if deemed necessary by the President. One-half of the voting Executive Board plus one shall constitute a quorum.

8.6 The officers shall hold interim meetings when the need arises. Three officers plus the Spiritual Moderator shall constitute a quorum.

8.7 Twice a year, at the discretion of the Executive Board, the Executive Board and each local association's President shall meet for the purpose of sharing information from LCUSA and from the Board and to gather information from the local association Presidents.

8.8 Special Meetings

**Special meetings may be called at the discretion of the Board President, and special meetings shall be called upon written request of five (5) members of the Executive Board or by the Members. Written notice of any special meeting, together with a statement of the business for which it is called, shall be mailed or faxed or e-mailed to each person entitled to Notice not fewer than five (5) days in advance of the time set for such a meeting, except cases where the business of the meeting concerns a fundamental change under Chapter 59 of the Pennsylvania Nonprofit Law, which requires ten (10) days' notice.**

## **ARTICLE IX** **COMMITTEES**

9.1 The Committees of ALCDP shall be the Nominating, Standing Committees and Special Committees.

9.2 The Standing Committees shall be:

9.2.1 Emergency Trust Fund for the Elderly– is exclusively for poor elderly persons, age 55 and over, who are trying to exist on a limited income.

9.2.2 Communications – oversees all bulk mailing that is sent out to the membership and coordinates publicity for events of the ALCDP.

9.2.3 De Marillac News Editor – coordinates all articles and information for the newsletter to be sent to all active, associate and honorary members.

9.2.4 Extension – provides information and consultative services to Catholic Women in the Diocese of Pittsburgh interested in establishing parish associations.

9.2.5 Jr. Ladies of Charity – young women of high school and college age who are engaged in Christian service on behalf of the Ladies of Charity.

9.2.6 Membership – maintains a current file of all members; maintains a list of members who are deceased. Maintains a file of all parish pastors, spiritual advisors and spiritual moderators. Works with the financial secretary on collecting and maintaining dues records.

9.2.7 Nursing Home Network – a resource available to parish associations who have parishioners in nursing or personal care homes located at such a distance to make regular visitation prohibitive.

9.2.8 Spiritual – facilitates all spiritual concerns regarding days of reflection and the Investiture.

9.2.9 Spiritual Society for the Unclaimed Dead – as names of unclaimed dead become available sends an appeal to all Ladies of Charity asking them to sponsor the soul of an unclaimed dead.

9.3 Special Committees are formed when a need arises. They are dissolved when the project or event is completed.

## **ARTICLE X** **AMENDMENTS**

**10.1 These Bylaws may be amended at any General Meeting of the Invested Members of ALCDP with a two-thirds (2/3) vote of the Invested Members present, providing notice of such an amendment has been appended to the notice of the General Meeting.**

**10.2 Any amendment to the Bylaws contrary to the rules of the Ladies of Charity as set forth in the Manual of the Ladies of Charity of the United States shall be invalid.**

### **10.3 Amendments of Articles of Incorporation and Bylaws**

**The Articles of Incorporation and the Bylaws may be altered, amended, repealed, or restated, only by the affirmative vote of the Invested Members pursuant to Article \_\_\_\_.** Ten days' Notice is required for any meeting considering an amendment to the Articles of Incorporation, See 15 Pa.C.S.A. §5911 and Pa.C.S.A. §5704.

**ARTICLE XI**  
**PARLIAMENTARY AUTHORITY**

The parliamentary authority for the ALCDP shall be the current edition of Robert's Rules of Order Newly Revised.

**ARTICLE XII**  
**DISSOLUTION**

**Distribution on Dissolution or Liquidation.** Upon the dissolution or liquidation of the Corporation, whether such be de jure or de facto, in whole or in part, the Members of the Corporation shall, after the Executive Board has made provision for the payment of all of the liabilities of the Corporation, transfer the assets of the Corporation in trust exclusively to Catholic Charities of the Roman Catholic Diocese of Pittsburgh, a Pennsylvania nonprofit corporation or its successor corporation, provided that such corporation, or its successor is exempt under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law). If said Corporation or its successor Pennsylvania Corporation shall no longer qualify as an exempt organization under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law) at the time of the dissolution or liquidation of this Corporation, any assets of the Corporation shall be transferred to the Roman Catholic Diocese of Pittsburgh, or its canonical successor, solely for the benefit of the needy and used exclusively for charitable purposes as shall at that time qualify as exempt purposes.

**ARTICLE XIII**  
**CONFLICT OF INTEREST**

**Conflict of Interest.** Any Member, trustee, officer, key employee or committee member having an existing or potential interest in a contract or other transaction presented to the Members or the Executive Board or a committee thereof or to the Corporation's administration for deliberation, authorization, approval or ratification, or any such person who reasonably believes such an interest exists in another such person, shall make immediate and complete disclosure of the interest to the Executive Board or committee or appropriate corporation officer prior to its acting on such contract or transaction. The interested party is required to disclose the nature and extent of his or her interest and any relevant and material facts, known to him or her, about the contract or transaction which might reasonably be construed to be adverse to the Corporation's interest.

**Executive Board or Member Determination.** The interested party shall not have a vote on the contract or transaction in which a conflict of interest has been identified. The body to which such disclosure is made shall determine by majority vote whether the disclosure requires that the non-participation provisions below must be observed. If so, such person shall not exert any influence on, or participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to, such contract or transaction.

**The Executive Board/or Members (the body to which a disclosure is required) by majority vote of non-interested persons shall determine whether the interested party may be counted in determining the existence of a quorum at any meeting where the contract or transaction under discussion is being voted upon.**

**The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the exclusion from voting and participation, and whether a quorum was present.**

**Board Policies. The Members, Executive Board, officers, key employees and other persons engaged in governing and managing this Corporation have a fiduciary responsibility to this Corporation. Therefore, the Executive Board shall adopt a conflict of interest policy requiring:**

**Periodic statement from Members, Executive Board, officers and key employees that disclose any existing or potential conflicts of interest;**

**Corrective and disciplinary action with respect to violations of such policies;  
and**

**For the purpose of this section a person shall be deemed to have an "interest" in a contract or other transaction if he or she is the party or one of the parties contracting or dealing with the Corporation, or if she is a Member, officer or key employee or has a significant financial or influential interest in the entity contracting or dealing with the Corporation, or if he or she is otherwise reasonably likely to gain a significant financial or other personal benefit if the contract or transaction is approved.**

**Executive Board/Member Disclosure. A member of the Executive Board or Member, (which ever body is taking the action) shall:**

**Disclose any transaction with the Corporation which would result in any benefit to herself or her immediate family or any entity in which he/she holds a significant financial, ownership or other interest and refrain from participation in any action on such matter except upon approval of the Board after full and frank disclosure;**

**Disclose any business opportunity which is within the scope of the activities of the Corporation and refrain from exploiting such opportunity except upon written approval of the Corporation;**

**Refrain from utilizing any inside information as to the business activities of the Corporation for the benefit of herself, her immediate family or any entity with which she may be associated.**

**SECRETARY'S CERTIFICATION**

This is to certify that the foregoing copy of the Amended and Restated Bylaws of The Association of The Ladies of Charity, Diocese of Pittsburgh, Pennsylvania nonprofit, charitable corporation, is a complete copy of such Amended and Restated Bylaws adopted at a meeting held on \_\_\_\_\_, 2018.

IN WITNESS WHEREOF, the undersigned duly elected Secretary of the Corporation has signed this Certification this \_\_\_\_\_ day of \_\_\_\_\_, 2018.

\_\_\_\_\_  
\_\_\_\_\_  
Secretary