

**RESTATED BYLAWS
OF
ROMAN CATHOLIC WOMENPRIESTS - USA**
A California Nonprofit Religious Corporation

Date: October 1, 2012

ARTICLE I. OFFICE

SECTION 1. PRINCIPAL OFFICE

The principal office for the transaction of the business of the corporation is located at 10536 SW 14th Drive, Portland, Oregon 97219. The Board of Directors (the “Board”) is hereby granted full power and authority to change said principal office from one location to another. The Board may at any time establish offices at such other places, within or without the State of California, where the corporation is qualified to do business, as its business may require and as the Board may, from time to time, designate. For the purpose of service of process, the corporation’s registered office address is as follows: 430 Dell Court, Pismo Beach, California 93449.

ARTICLE II. PURPOSE

SECTION 1. OBJECTIVES AND PURPOSE

The specific purpose of the corporation is to bring about the full equality of women in the Roman Catholic Church while creating a new model of priestly ministry and to carry on other religious activities associated with this goal as allowed by law within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the “Code”).

ARTICLE III. NO MEMBERS

SECTION 1. NO MEMBERS

Pursuant to Section 9310 of the California Nonprofit Corporation Law (hereinafter the “Nonprofit Corporation Law”), the corporation will not have any members for the sole purpose of these Bylaws.

SECTION 2. DETERMINATION OF MEMBERS

Pursuant to Section 9310(b) of the Nonprofit Corporation Law, any action which would otherwise, under law, the provisions of the Articles of Incorporation or Bylaws of this corporation, require approval by a majority of all members or approval by the members, will only require the approval of the Board of Directors.

ARTICLE IV. DIRECTORS

SECTION 1. NUMBER OF DIRECTORS

The Board shall consist of at least two (2) but no more than twenty (20) Directors unless changed by amendment to these Bylaws. There shall be two classes of Directors: "Ex Officio" and "At Large." The exact number of Directors shall be fixed, within these limits, by a resolution adopted by the Board. The number of Directors may be decreased, but no decrease shall have the effect of shortening the term of any incumbent Director.

SECTION 2. CLASSES

The classes of Directors are as follows:

- (a) Ex Officio. The Regional Administrators, as properly elected under the provisions of the Constitution of Roman Catholic Womenpriests-USA, Inc., shall be Directors of the corporation by virtue of their office.
- (b) At Large. The Board may elect such At Large Directors as it desires, provided that the total number of At Large Directors may not equal or exceed the number of Ex Officio Directors on the Board of Directors.

SECTION 3. POWERS

Subject to the provisions of the Nonprofit Corporation Law, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 4. DUTIES

It shall be the duty of the Directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws; and
- (e) Register their contact phone numbers and email addresses with the Secretary of the corporation and notices of meetings mailed, emailed, telephoned or sent by facsimile to them at such numbers or addresses shall be valid notices thereof.

SECTION 5. TERMS OF OFFICE

- (a) Ex Officio Directors shall serve for the terms they serve as Regional Administrator as properly elected under the provisions of the Constitution of Roman Catholic Womenpriests-USA, Inc.
- (b) At Large Directors shall be elected by the Board of Directors at annual meetings. At Large Directors will consist of individuals selected at large. At Large Directors will serve terms of two years. No At Large Director shall serve more than three terms consecutively.

SECTION 6. COMPENSATION

Directors will not be entitled to any compensation for their services as Directors.

SECTION 7. ANNUAL MEETING

An annual Board of Directors meeting (an “Annual Meeting”) will be held at the time and place determined by the President for the purpose of organization, election of officers and Directors and the transaction of other business. The Annual Meeting will usually be held in July or August.

SECTION 8. REGULAR AND SPECIAL MEETINGS

- (a) Regular meetings of the Board of Directors shall be held approximately on a monthly basis. At the Annual Meeting, the Board will adopt a tentative meeting schedule for the following year.
- (b) Special meetings of the Board of Directors for any purpose or purposes may be called by the President, or, if he or she is absent or unable or refuses to act, by any two Directors and such meetings shall be held either by phone, at the principal office of the corporation or at such other location as agreed by the Board.

SECTION 9. NOTICE OF MEETINGS

The Annual Meeting will be set at a meeting of the Board of Directors with notice of at least two weeks but no more than one month.

Regular meetings, if held as scheduled, will be held without any required notice. Special meetings of the Board of Directors shall be held upon two (2) days’ notice delivered personally to the Directors or by telephone, email, fax, or any other reasonable method of communication. If sent by email or fax, the notice shall be deemed delivered when sent to the email address or fax number of the recipient on the books or records of the Corporation. Such notices shall be addressed to each Director at his or her phone numbers or address as shown on the books or records of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to Directors who were not present at the time of the adjournment of the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

SECTION 10. CONTENTS OF NOTICE

Notice of meetings shall specify the place, day and hour of the meeting. The purpose of any Board of Directors meeting need not be specified in the notice unless such meeting will consider amendment of the corporation's Articles or Bylaws.

SECTION 11. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting or an approval of the minutes thereof whether before or after the meeting or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 12. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the authorized number of Directors.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation or by law, no business shall be considered by the Board of Directors at any meeting at which a quorum is not present and the only motion which shall be entertained at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 8 of this Article IV.

The Directors present at a duly called and held meeting at which a quorum is initially present may continue to transact business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater number as may be required by law or the Articles of Incorporation or Bylaws of this corporation.

SECTION 13. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation or provisions of the Nonprofit Corporation Law, particularly those provisions relating to appointment of committees (Section 9212), approval of contracts or transactions in which a director has a material financial interest (Section 9243) and indemnification of Directors (Section 9246), that require a greater percentage or different voting rules for approval of a matter by the Board of Directors.

SECTION 14. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. For the purposes of this Section 13 only, "all members of the board" shall not include any "interested director" as defined in Section 9243 of the Nonprofit Corporation Law. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the Directors to so act and such statement shall be prima facie evidence of such authority.

SECTION 15. MEETINGS BY TELEPHONE OR ELECTRONIC TRANSMISSION

Any one or more Directors may participate in a meeting of the Board by means of a conference telephone, video conference, email or any other communication device which allows all persons participating in the meeting to communicate with one another. Participation in a meeting as permitted by this Section 14 shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present and for all other purposes.

Regardless of the method of communication, meetings shall be conducted so that all Directors are able to communicate with one other concurrently (for this purpose, email, instant messaging or other electronic communication may also constitute concurrent communication, just as telephonic or in-person presence would constitute concurrent communication) and that all Directors have the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.

SECTION 16. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director and (2) whenever the number of authorized Directors is increased.

The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of a court or convicted of a felony or been found by a final order or judgment of any court to have breached any duty under Section 9240 *et seq* of the Nonprofit Corporation Law.

Directors may be removed without cause by a majority of the Directors then in office.

Subject to provisions of Section 9226 of the California Nonprofit Public Benefit Corporation Law, any Director may resign effective upon giving written notice to the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the Board of Directors may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waiver of notice complying with this Article IV of these Bylaws, or (3) a sole remaining Director.

A person elected to fill a vacancy as provided by this Section 14 shall hold office until the next annual election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 17. NON-LIABILITY OF DIRECTORS

Directors shall not be personally liable for the debts, liabilities or other obligations of the corporation. The liability of the Directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

SECTION 18. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

The corporation shall, to the maximum extent permitted by Section 9246 of the Nonprofit Corporation Law, indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the corporation. For purposes of this Section, an “agent” of the Corporation includes any person who is or was a Director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee, or agent of a corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; “proceeding” means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and “expenses” include but are not limited to attorneys’ fees and any expenses of establishing a right to indemnification under this Section.

Expenses incurred in defending any proceeding shall be advanced by the corporation to the agent prior to the final disposition of such proceeding upon receipt by the corporation of an undertaking by or on behalf of the agent to repay such amount if it shall be determined ultimately that the agent is not entitled to be indemnified as authorized hereunder.

SECTION 19. INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 9243 of the Nonprofit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 9246 of the Nonprofit Corporation Law.

ARTICLE V. OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the corporation shall be a President, a Chief Financial Officer and a Secretary, and such other positions as may from time to time be established by the Board of Directors.

SECTION 2. QUALIFICATION, ELECTION AND TERM OF OFFICE

Any Director may serve as an officer of this Company. The officers of the corporation shall be chosen annually by the Board of Directors and each shall hold his or her office until he or she shall resign or shall be removed or otherwise disqualified to serve or his or her successor shall be elected and qualified. Any number of offices may be held by the same person except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President.

SECTION 3. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section 3 shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

SECTION 4. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board of Directors shall determine.

SECTION 5. DUTIES OF THE PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the corporation. If present, he or she shall preside at all meetings of the Board of Directors.

SECTION 6. DUTIES OF THE SECRETARY

The Secretary shall keep or cause to be kept a book of minutes of all meetings of Directors, a register of the Directors and their addresses, and shall give or cause to be given notice of all the meetings of the Board of Directors required by the Bylaws or by law to be given and he or she shall keep the seal of the corporation in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

The Secretary shall, in general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors. In the absence of the President (and any Vice Presidents, if such offices exist) from a Board of Directors meeting, he or she shall preside at said meeting.

SECTION 7. DUTIES OF THE CHIEF FINANCIAL OFFICER

The Chief Financial Officer shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and receipts and disbursements of the corporation. The books of accounts shall at all reasonable times be open to inspection by any Director. He or she shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors and he or she shall disburse the funds of the corporation as may be ordered by the Board of Directors and shall render to the President and Directors whenever they request it an account of all of his or her transactions as Chief Financial Officer and of the financial condition of the corporation and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

SECTION 8. OTHER OFFICERS

In its discretion, the Board of Directors may create other corporate offices and designate said officers' duties.

SECTION 9. COMPENSATION

The officers will not receive any compensation for their services as officers.

ARTICLE VI. COMMITTEES

SECTION 1. CREATION OF COMMITTEES

The corporation shall have such committees as may from time to time be designated by resolution of the Board of Directors. Such committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board of Directors and shall be clearly titled as "advisory" committees.

SECTION 2. MEETINGS AND ACTIONS OF COMMITTEES

Meetings and actions of committees shall be governed by, noticed, held and minutes taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

SECTION 3. CONSTITUTIONAL CIRCLES AS COMMITTEES

Under the Constitution of the Roman Catholic Womenpriests-USA, Inc. certain National and Advisory Circles are created. These circles shall be regarded as advisory committees whose counsel and advice will be given hearing and the utmost respect by the Board of Directors.

ARTICLE VII. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Subject to Section 2 of this Article VII, unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the corporation may be signed by any officer of the corporation

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, brokerage houses, savings and loans associations, trust companies or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the religious purposes of this corporation.

ARTICLE VIII. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall end on a date as fixed by the Board of Directors. The current fiscal year runs from July 1 to the following June 30.

ARTICLE IX. RULES OF ORDER

Unless provided for in the corporation's Articles, Bylaws or Standing Rules duly adopted by the Board of Directors, the conduct of all meetings of the corporation shall be in accordance with Robert's Rules of Order (Newly Revised) as interpreted by the person presiding at said meeting.

ARTICLE X. AMENDMENTS

SECTION 1. AMENDMENT OF BYLAWS

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended or repealed and new Bylaws adopted by the Board of Directors.

SECTION 2. AMENDMENT OF ARTICLES

Subject to Sections 9620 and 9621 of the Nonprofit Corporation Law, the corporation may amend its Articles of Incorporation from time to time, in any and as many respects as may be desired, so long as its Articles of Incorporation as amended contain only such provisions as it would be lawful to insert in original articles filed at the time of the filing of the amendment.

Notwithstanding the above Sections of this Article X, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first directors of this corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the Nonprofit Corporation Law.

ARTICLE XI. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No Director, officer, employee or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation.

ARTICLE XII. EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no Director, officer, employee or agent of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of Roman Catholic Womenpriests-USA, a California nonprofit religious corporation, and that the above Restated Bylaws consisting of eleven (11) pages, were duly adopted by the Board of Directors of said corporation on the 1st, day of October, 2012, and that they now constitute said Bylaws.

Monique Gamache Venne

Corporate Secretary