

BYLAWS

of

HOLY TRINITY MONASTERY CENTER, INC.

An Arizona Non-profit Tax-exempt Corporation

CORPORATE BYLAWS
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THESE CORPORATE BYLAWS ("Bylaws") are made and adopted to be effective as of this 25th day of February, 2019, by the Officers and Directors of HOLY TRINITY MONASTERY CENTER, INC. ("Corporation"), an Arizona non-profit tax-exempt corporation.

ARTICLE I
OFFICES, CORPORATE SEAL, AND CORPORATE ARTICLES

1.1. *Name.* The name of the Corporation is HOLY TRINITY MONASTERY CENTER, INC.

1.2. *Offices.* The principal office of the Corporation is located at 1605 S. St. Mary's Way, St. David, Arizona 85630. 1 2The Corporation may have such other offices, either in or outside Cochise County, as the Board of Directors may determine, or as the affairs of the Corporation may require from time to time.

1.3. *Corporate Seal.* This Corporation may have, but shall not be required to use, a corporate seal containing the name of the Corporation and the words "Corporate Seal."

1.4. *References to Articles.* Any reference herein made to the Corporation's "Articles" will be deemed to refer to its Articles of Incorporation and all amendments thereto as at any given time that are on file with the Arizona Corporation Commission.

1.5. *Seniority of Articles.* The United States Internal Revenue Code and the Statutes of Arizona (collectively the "Statutes") will in all respects be considered superior to the Articles, with any inconsistency resolved in favor of the Statutes. The Statutes and Articles will in all respects be considered senior and superior to these Bylaws, with any inconsistency to be resolved in favor of the Statutes and Articles, and with these Bylaws to be deemed automatically amended from time to time to eliminate any such inconsistency which may hereafter exist.

ARTICLE II
PURPOSES

2.1 *Non-Profit.* 3This Corporation is a non-profit corporation organized under the laws of the State of Arizona and is empowered to conduct all lawful business for which non-profit corporations may be incorporated under such laws, but exclusively for charitable, religious and educational purposes. The Corporation is intended to be exempt from income tax pursuant to Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code (the "Internal Revenue Code"), and

to not be a private foundation as the same is defined in Section 509 of the Internal Revenue Code. The Corporation shall not engage in any activity inconsistent with its status as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code.

2.2 General Purposes. This Corporation is organized and shall be operated exclusively for charitable, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

2.3 Specific Purposes and Objectives. This Corporation is organized and shall be operated exclusively for charitable, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and to such end, and within such restriction, the Corporation's specific purposes and powers shall include:

2.3.a Operating educational services, hospitality services, and language school services in a non-discriminatory atmosphere in keeping with the polity and tenets of, and as a subsidiary of, the Istituto San Giuseppe-Societa Cooperativa Sociale, an Italian non-profit corporation;

2.3.b Providing a relaxed atmosphere where each person is accepted as a unique individual and is helped to grow intellectually, emotionally, physically, spiritually, and socially, all within a safe and secure environment.

2.4 Limitation of Powers. Notwithstanding any other provision of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code. This Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the above-stated purposes of this Corporation. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its directors, officers, employees, or to any other private persons; provided, however, that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to reimburse for expenses incurred and to make payments and distributions in furtherance of the purposes set forth herein. All assets of this Corporation, whether presently held or hereafter acquired, are irrevocably dedicated to the charitable, religious and educational purposes of the Corporation, and shall be used exclusively to further the above-stated purposes of the Corporation. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and this Corporation shall not participate or intervene in (including by publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for any public office.

2.5 Non-Discrimination. This Corporation shall not discriminate in any way on the basis of race, sex, color, national or ethnic origin with respect to its activities.

ARTICLE III
BOARD OF DIRECTORS

3.1 Directors. The Board of Directors of this Corporation shall be self-perpetuating. A Director may resign and his or her position will be filled by appointment made by the remaining Directors so that at all times there will be not less than three (3) persons serving as Directors of the Corporation. After a vacancy on the Board has occurred, if the remaining Directors of the Corporation cannot agree upon the appointment of a successor to act as a Director, the remaining Directors shall refer the appointment to the then serving President of the Istituto San Giuseppe-Societa Cooperativa Sociale, who shall appoint a person of his or her choosing to act as a member of this Corporation's Board of Directors.

3.2 Number of Directors. The number of Directors which shall constitute the whole Board shall not be less than three (3). There shall be no term limits. A Director shall hold office until his or her successor is appointed and qualified.

3.3 Powers. The business and affairs of this Corporation shall be managed by its Board of Directors which may exercise all such powers of the Corporation and do all such lawful acts as are by Statute, the Articles of Incorporation, or these Bylaws directed or required to be exercised or performed by the Corporation. The powers to be exercised by the Board of Directors shall include the hiring and evaluation of the Manager of the Corporation's properties. While the Board of Directors may employ such other staff members as they deem appropriate to operate Holy Trinity Monastery Center, it is expected that the Corporation's Manager shall in the first instance be responsible for the hiring of staff to perform the day-to-day operations of Holy Trinity Monastery Center.

3.4 Resignation of Director. A Director may resign at any time by providing thirty (30) days written notice to the Corporation. The resigning Director shall thereafter reasonably assist the Corporation in the appointment of a new director, including, but not limited to, attendance at any subsequent Board meeting if such attendance is required to obtain a quorum and if such meeting is held within the thirty (30) day resignation period.

3.5 Removal of Director. By a majority vote of the Directors serving at any time, a Director may be removed as a Director with or without cause.

3.6 Vacancies. Vacancies and newly created directorships resulting from any increase in the authorized number of Directors may be filled by the affirmative vote of a majority of the remaining Directors then in office, though less than a quorum, or by a sole remaining Director, and the Directors so chosen shall hold office until their successors are duly appointed and qualified, unless sooner displaced. If there are no Directors in office, then the then serving President of the Istituto San Giuseppe-Societa Cooperativa Sociale shall appoint persons to act as Directors of this Corporation consistent with the terms of these Bylaws and the Articles.

3.7 Annual Meeting. The Board of Directors shall be required to meet annually. The annual meeting of the Board of Directors shall occur on the third Wednesday of January of each year. No notice of said annual meeting shall be necessary in order to

legally hold the meeting, provided that a quorum shall be present. In the event such meeting is not held, or the date, time or location of such meeting is altered, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors, or as shall be specified in a written waiver by all of the serving Directors.

3.8 Place of Board Meetings. The Board of Directors of the Corporation may hold meetings, both regular and special, either within or outside the State of Arizona and may be held by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other.

3.9 Regular Board Meetings. Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by a quorum of the Board of Directors.

3.10 Special Board Meetings. Special meetings of the Board of Directors may be called by the President or the Secretary on two (2) days' notice to each Director, either personally, by mail, by e-mail, or by telephone; special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two (2) Directors. Special meetings may be held at any time and place upon the call of the President or pursuant to resolution of the Board of Directors. If notice of any special meeting is to be given to the Directors by regular mail, such mailed notice shall be mailed to each Director at his/her last known address at least ten (10) days before the proposed meeting.

3.11 Quorum. A majority of the membership of the Board of Directors shall constitute a quorum and the concurrence of a majority of those present shall be sufficient to conduct the business of the Corporation, except as may be otherwise specifically provided by Statute or by the Articles of Incorporation. If a quorum shall not be present at any meeting of the Board of Directors, the Directors then present may adjourn the meeting to another time or place, without notice other than announcement at the meeting, until a quorum shall be present.

3.12 Waiver of Notice. Attendance of a Director at a meeting shall constitute waiver of notice of such meeting, except when the person attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any Director may waive notice of any annual, regular, or special meeting of Directors by executing a written notice of waiver either before or after the time of the meeting.

3.13 Action Without Board Meeting. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof, may be taken without a meeting if all members of the Board of Directors consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors.

3.14 Policy Committee. The Board of Directors may appoint a Policy Committee as described below, to which the Directors may delegate general or special authority to act on behalf of the Board of Directors. The number of persons serving on such Policy

Committee, if one is appointed, shall be entirely within the discretion of the Board of Directors; and the person or persons serving on the Policy Committee need not be members of the Board of Directors of this Corporation. Members of the Policy Committee shall serve at the pleasure of the Board of Directors and any member may be removed with or without cause at any time by the Board of Directors acting at a meeting or by unanimous consent. In the event any vacancy occurs in the Policy Committee, the vacancy shall be filled by the Board of Directors if and when the Board deems it appropriate.

3.15 Compensation. The Directors may be reimbursed their expenses, if any, for attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors. No such payment shall preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore. Members of the Policy Committee, if formed, may be reimbursed for their expenses, if any, for attending committee meetings. The amount or rate of any compensation to be paid to members of the Board of Directors or of the Policy Committee shall be established by the Board of Directors and shall be set forth in the minutes of the meetings of the Board of Directors. The amount or rate of any compensation to be paid to staff shall be established by the Board of Directors.

ARTICLE IV

OFFICERS

4.1 Designation of Titles. The officers of the Corporation shall be chosen by the Board of Directors and shall be a President, a Vice-President, and a Secretary-Treasurer. The Board of Directors may also choose a Chairman of the Board. Any number of offices may be held by the same person, unless the Articles of Incorporation or these Bylaws otherwise provide.

4.2 Appointment of Officers. The Board of Directors at its first meeting and at each annual meeting shall choose a President, a Vice-President, and a Secretary-Treasurer, and may choose a Chairman of the Board, all of whom shall serve at the pleasure of the Board of Directors.

4.3 Term of Office. An officer shall hold office until his or her successor is appointed and qualified.

4.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the remaining Directors.

4.5 Chairman of the Board. The Chairman of the Board, if one shall have been appointed and be serving, shall preside at all meetings of the Board of Directors and shall perform such other duties as from time to time may be assigned to him or her. The Chairman shall advise and consult with the Directors with respect to general business matters and general affairs of the Corporation.

4.6 President. If a Chairman of the Board shall not have been appointed or, having been appointed, shall not be serving or be absent, the President shall preside at all