



**RESTATED BYLAWS
CATHOLIC ANSWERS, INC**

The following Articles include revised sections as stated in the Amendments of Bylaws as of
March 23, 2022.

ARTICLE I. OFFICES

Section 1.01. The principal office of the corporation for its transaction of business is located in the City of El Cajon and County of San Diego, California, at 2020 Gillespie Way, El Cajon, California 92020.

Section 1.02. The board of trustees is hereby granted full power and authority to change the principal office of the Corporation from one location to another.

ARTICLE II. MEMBERS

Section 2.01. The corporation shall not have any members.

Section 2.02. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the board of trustees. All rights which would otherwise vest under the nonprofit religious corporation law in the members shall vest in the trustees.

ARTICLE III. TRUSTEES

Section 3.01. The corporation shall have a number of trustees no less than three and no more than fifteen. From and after June 30, 2015, no trustee shall be an employee of the corporation with the exception of the person who is serving as president. The Board of Trustees shall fix the exact number of trustees within these limits by a resolution adopted by the Board.

Section 3.02. New trustees initially shall be elected to a one-year term, after which they may be elected to up to two three-year terms, which need not be consecutive. After service of seven years, Trustees must withdraw from the Board for at least one year before being eligible for continued service. A trustee's one year term shall begin with his/her first official participation in a Catholic Answers board meeting. The terms of the trustees shall be staggered so that approximately one-third of the terms expire each year. The president is an ex officio member of the board with no term limit.

Section 3.03. Subject to the provisions and limitations of the California Nonprofit Religious Corporation Law and any other applicable laws, the corporation's temporal activities, business, and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the board of trustees. These powers and duties shall include but not be limited to, the following:

1. Attend meetings of the board. In the event a trustee misses two consecutive meetings the chairman may remove that trustee as a member of the board.
2. Select the board's chairman and other officers.
3. Create, organize, and maintain board committees and sub-committees. The chairman shall propose types and members of committees and based on such proposals the board shall create, organize, and populate same.
4. Appoint or remove the president, treasurer, and secretary of the corporation.
5. Advise the president on the administration, direction, and growth of the apostolate.
6. Perform an annual review of the president's performance and set his compensation.
7. Review and approve the annual budget.
8. Assist in obtaining funding for the apostolate's general operation and for specific projects.
9. Serve as public ambassadors of the apostolate.
10. Authorize purchases of land, buildings, or equipment exceeding \$100,000.
11. Authorize the incurring of debt obligations in excess of \$100,000.
12. Maintain an errors and omissions insurance policy for trustees and officers.
13. Maintain the following corporate policies: conflict of interest; whistleblower; document retention and destruction.
14. Update bylaws as necessary in the manner set forth herein for amending the bylaws.
15. Recruit and elect new trustees as necessary.

Section 3.04. The officers and/or trustees may nominate persons to fill vacancies on the board of trustees at any meeting of the board. Each trustee may cast one vote per candidate. Candidates receiving at least two-thirds of the votes of all trustees shall be elected. Trustees shall pass a criminal background check. A vacancy on the board of trustees shall occur in the event of (1) the death, removal or resignation of any trustee; (2) the declaration by board resolution of a vacancy of the office of a trustee who has been convicted of a felony or declared of unsound mind by a court order; (3) removal of a trustee for fraudulent acts in an action in Superior Court under Corporations Code section 9223; and (4) the expansion of the number of

trustees as provided in these bylaws. Any trustee may be removed without cause if such removal is approved by a vote of at least two-thirds of the board of trustees.

Section 3.05. Trustees shall serve without compensation, with the exception of the president who is paid for his duties as president. Trustees may resign by giving written notice to the president, which is effective on delivery unless a later date is specified. Notwithstanding the foregoing, no trustee may resign when the corporation would be left without a duly elected trustee.

Section 3.06. The board of trustees shall meet no less frequently than semi-annually on written notice. Notices sent by first class mail shall be deposited in the United States mail at least 7 days before the time set for the meeting. Notices given by personal delivery, telephone or electronic transmission shall be delivered, telephoned or sent, respectively, at least 48 hours before the time set for the meeting. The notice shall state the time of the meeting and the place, if the place is other than the corporation's principal office. The notice need not specify the purpose of the meeting. The meeting held in the first half of the calendar year shall be the annual meeting for appointment of officers and trustees and review of compensation where required.

Section 3.07. A special meeting of the board of trustees shall be called by the secretary upon the written request of any member of the board of trustees. Notice of the time and place of special meetings shall be given to each trustee by (1) personal delivery of written notice; (2) first class mail, postage prepaid; (3) telephone, including a voice messaging system or other system or technology designed to record and communicate messages or by electronic transmission, either directly to the trustee or to a person at the trustee's office who would reasonably be expected to communicate that notice promptly to the trustee; (4) facsimile; (5) electronic mail; or (6) other electronic means. All such notices shall be given or sent to the trustee's address or telephone number as shown on the corporation's records. Notices sent by first class mail shall be deposited in the United States mail at least 4 days before the time set for the meeting. Notices given by personal delivery, telephone or electronic transmission shall be delivered, telephoned or sent, respectively, at least 48 hours before the time set for the meeting. The notice shall state the time of the meeting and the place, if the place is other than the corporation's principal office. The notice need not specify the purpose of the meeting.

Section 3.08. Notice of a meeting need not be given to any trustee who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any trustee who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

Section 3.09. Participation by a majority of the trustees constitutes a quorum. Participation at any meeting of the board of trustees by phone or video conference is acceptable for purposes of determining a quorum so long as all trustees can hear and speak with each other at all times and are able to verify that the person who is serving as trustee is the person attending the meeting remotely. A quorum is necessary for the transaction of any business except adjournment. Every action taken or decision made by a majority of the trustees present at a duly held meeting at which a quorum is present shall be an act of the board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some trustees, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting. Each trustee shall have one vote on any matter presented to the board. No trustee may vote by proxy.

Section 3.10. Any action permitted to be taken by the board of trustees may be taken without a meeting if all members of the board consent in writing, including consent by electronic means, to such action and if, subject to Corporations Code section 9224(a), the number of trustees then in office constitutes a quorum. Such written consents shall be filed with the minutes of meetings, and shall have the same force and effect as a unanimous vote of the trustees. For purposes of Corporations Code section 9211(b) only, "all trustees" does not include an "interested director [trustee]" as defined in Corporations Code section 9243(a) or a "common director [trustee]" as described in Corporations Code section 9244(a) who abstains in writing from providing consent when (i) the facts described in Corporations Code section 9243(d)(1) or (d)(2) are established or the provisions of Corporations Code section 9244(a)(1) are satisfied, as appropriate, at or before the execution of the written consent; (ii) the establishment of those facts or satisfaction of those provisions is included in the written consent executed by the non-interested or non-common trustees or in other records of the corporation; and (iii) the non-interested or non-common trustees approve the action by a vote that is sufficient without counting the votes of the interested trustees or common trustees.

Section 3.11. The board of trustees will meet in executive session when discussing performance and compensation-related matters of interested persons. Specifically, the president of the Corporation shall be excluded from meetings discussing his performance and compensation until the trustees give him the results of the board's discussion.

ARTICLE IV. OFFICERS

Section 4.01. The officers of the corporation shall be a chairman, vice chairman, president, secretary, and treasurer. The offices of chairman and president shall not be combined. Further, while any other offices may be held by the same person, the secretary, the treasurer and the chief financial officer may not serve concurrently as either the president or the chair of the board. The chairman shall be elected by and from the board. The board may elect appoint such other officers and assistant officers as it deems necessary; said officers shall be chosen in such manner and have such authority and duties as from time to time may be determined by the board. With the exception of the chairman and the president, officers are not required to be trustees.

Section 4.02. The officers shall be elected annually by a vote of at least two-thirds of all trustees. The election shall be at the annual meeting of the board of trustees.

Section 4.03. The chairman shall, when present, preside at all meetings of the board. In the absence of the chairman, the vice chairman shall preside. The chairman shall discharge all other duties as may be required by these bylaws and as from time to time assigned by the board.

Section 4.04. The president, subject to the direction and supervision of the board, shall be the general manager and chief executive officer of the corporation, and shall supervise the activity of the apostolate.

Section 4.05. The secretary shall keep the minutes of the board of trustees and committees of the corporation and perform all other duties incident to the office of secretary.

Section 4.06. The treasurer shall keep the financial records of the corporation and perform all other duties incident to the office of treasurer.

Section 4.07. Officers may be removed with or without cause at any meeting of the board of trustees by a vote of at least two-thirds of the trustees. As to any officer who is also an employee of the corporation, such removal shall be without prejudice to any employment agreement.

Section 4.08. Any officer may resign at any time by giving written notice to the board. The resignation shall take effect on the date the notice is received or at any later time specified in this notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

Section 4.09. A vacancy in office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner set forth in these bylaws for normal appointment to that office except that the term shall be for the remainder of the unexpired term of the position which became vacant.

ARTICLE V. FINANCIAL AND LEGAL

Section 5.01. The fiscal year of the corporation shall end on the last day of June in each calendar year.

Section 5.02. The corporation shall keep adequate and correct books and records of account. The corporation shall have an audit completed every fiscal year by an independent auditor. The audit firm shall be appointed by the board with a vote of at least two-thirds of all trustees.

Section 5.03. The board of trustees shall authorize any purchase of land, buildings, or equipment exceeding \$100,000.

Section 5.04. The board of trustees shall authorize the incurring of any debt (excluding normal accounts payable) exceeding \$100,000.

Section 5.05. The corporation's activities shall be limited to those allowed under article 501(c)(3) of the internal revenue code.

Section 5.06. The corporation does not discriminate on the basis of sex, race, age, color, national and ethnic origin or disabling condition in its employment or activities.

Section 5.07. No trustee of this corporation, nor any other corporation, firm, association or other entity in which one or more of this corporation's trustees are trustees or have a material financial interest shall be interested, directly or indirectly, in any contract or other transaction with this corporation unless (1) the transaction is approved or ratified in good faith by the members of the board other than such trustee after notice and disclosure to the trustees of the material facts concerning the transaction and the trustee's interest in it, or (2)(a) the material facts regarding such trustee's financial interest in such contract or transaction or regarding such common trusteeship, officership or financial interest are fully disclosed in good faith and are noted in the minutes, or are known by all trustees before consideration by it of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the trustees then in office, or if greater, by a vote sufficient for that purpose without counting the vote of the interested trustee(s); (3) before authorizing or approving the transaction, the board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances, or the transaction was in furtherance of the corporation's religious purposes; and (4) the corporation enters into the transaction for its own benefit and the transaction is fair and reasonable to this corporation, or was in furtherance of its religious purposes at the time the transaction was entered into. This section does not apply to a transaction that is part of a religious program of this corporation if it (1) is approved or authorized by the corporation in good faith and without unjustified favoritism; and (2) results in a benefit to one or more trustees or their families because they are in the class of persons intended to be benefited by the religious program of this corporation.

Section 5.08. To the fullest extent permitted by law, this corporation shall indemnify its trustees and officers, and may indemnify employees and other persons described in Corporations Code section 9246(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding" (as that term is used in such section), and including an action by or in the right of the corporation by reason of the fact that the person was or is a person described therein. "Expenses" as used herein shall have the same meaning as used in such section. On written request to the board by any person seeking indemnification under Corporations Code section 9246(b) or (c), the board shall promptly decide under Corporations Code section 9246(3) whether the applicable standard of conduct set forth in such sections 9246(b) or (c) has been met, and if so, the board shall authorize

indemnification. To the fullest extent permitted by law, and except as otherwise determined by the board in a specific situation, expenses incurred by a person seeking indemnification under this section in defending any proceeding covered thereby shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

5.09. Every trustee shall have the right at any reasonable time to inspect and copy all corporate books, records and documents of every kind, and to inspect the physical properties of the corporation for a purpose reasonably related to the trustee's interests as a trustee.

ARTICLE VI. COMMITTEES

Section 6.01. The board of trustees may establish standing, special, and/or ad hoc committees from time to time, for the discharge of particular duties. Until such are established, the board shall oversee the affairs of the corporation. The establishment of a committee and the commencement of its activities shall be upon a majority vote of the board.

Section 6.02. Committee members are not required to be members of the board of trustees. The chairman of each committee shall be a trustee. The scope of authority of each of the committees shall be limited to the study and investigation within its particular area of concern and the making of reports and recommendations to the Board for ultimate action.

Section 6.03. The board of trustees may at any time discontinue any of its committees for such time as may be determined, and the duties of any committee so discontinued shall be performed by the board during this period.

Section 6.04. The Audit Committee shall consist solely of independent Trustees not fewer than three (3) in number. The Committee shall make a report of its activities at regular meetings of the Board. The Committee shall also submit recommendations to the Board of Trustees with respect to the selection of the independent public accountants and on any other matters it deems appropriate. It shall review the financial statements of the Apostolate with the independent public accountants, the procedures adopted by the Apostolate in the preparation of such statements and the audit plan adopted by such accountants. It shall assure that such financial statements have been prepared in accordance with generally accepted accounting principles, applied on a consistent basis, and fairly present the financial condition and operating results of Catholic Answers. The Committee shall determine that the controls of the Apostolate are reliable and provide adequate safeguards of the Apostolate's assets and the proper recording of its transactions. The Audit Committee shall meet at least annually with the independent public accountants and at any other time deemed appropriate by such Committee, by the independent public accountants, or when requested by the President of Catholic Answers or the Chairman of the Board of Trustees. It shall report the results of any such audits and audit affairs at least annually to the Board of Trustees.

ARTICLE VII. PROFESSION OF FAITH

Section 7.01. Members of the board of trustees shall sign the oath of fidelity in current use by the Holy See. While trustees are free to hold and express their own views within the legitimate diversity of opinion allowed by the Holy See, they are to acknowledge that Catholic Answers shall maintain neutrality with respect to the various spiritualities, movements, devotions, theological schools, and other viewpoints permitted by the Holy See.

ARTICLE VIII. MISCELLANEOUS PROVISIONS

Section 8.01. Unless the context requires otherwise, the general provisions, rules of construction and definition in the California Nonprofit Corporation Law shall govern the construction of these bylaws.

Section 8.02. This corporation's assets are irrevocably dedicated to religious purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any trustee or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

Section 8.03. Bylaws may be adopted, amended or repealed by approval of a majority of the members of the board, except that any provision that requires the vote of a greater percentage of the trustees than is required by the California Corporations Code may not altered, amended or repealed except by that greater vote.

Section 8.04. The emergency bylaw provisions are adopted in accordance with Corporations Code section 9151(g). Notwithstanding anything to the contrary herein, this section applies solely during an emergency, which is the limited period of time during which a quorum cannot be readily convened for action as a result of the following events or circumstances, until the event or circumstance has subsided or ended and a quorum can be readily convened in accordance with the notice and quorum requirements set forth in these bylaws:

- (1) A natural catastrophe, including but not limited to a hurricane, tornado, storm, high water, wind-driven water, tidal wave, earthquake, volcanic eruption, landslide, mudslide, snowstorm or drought, or regardless of cause, any fire, flood or explosion;
- (2) An attack on this state or nation by an enemy of the United States of America, or on receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent;

- (3) An act of terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government function or population, including but not limited to mass evacuations; or
- (4) A state of emergency proclaimed by the governor of the state in which one or more trustees are resident, or by the President of the United States.

In the event of an emergency as defined herein, the president of the corporation shall make reasonable attempts to contact all trustees in order to convene a meeting of the board if required to take action hereunder. Such notice shall be by any available means under the circumstances then existing and notice of such meeting may be shortened if the president deems appropriate. If the president is unavailable to call such meeting, then any available officer may take this action in order to handle an emergency affecting the operation of the corporation.

8.05. Subject to any guidelines and procedures that the board of trustees may adopt from time to time, the terms “written” and “in writing” as used in these bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmissions such as facsimile or e-mail, provided (i) for electronic transmissions from the corporation, the corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmission to the corporation, the corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed and rendered into clearly legible tangible form. This section applies generally, and specifically to notices of meetings of the board.