BY-LAWS
OF
FATHER O'NEILL CHARITIES, INC.

Section 1. Purpose

This organization is formed exclusively to carry on charitable, religious and educational activities. No part of its activities shall result in inurement of benefit to its members, officers or directors.

Section 2. Governance

A Board of Directors, who shall be elected by the members of Father O'Neill Council No. 4011 of the Knights of Columbus, shall manage the corporation. This Board shall initially consist of five members, one of whom shall be the Grand Knight of the Council. The terms of office shall be two years for the members other than the Grand Knight, who serves during his term of office. Two of the members shall be elected to serve an initial one year term, so that each year two directors will be elected unless a vacancy otherwise exists to be filled. The elections will normally occur in May of each year, with the term in office to commence on July 1. Special elections called for the purpose of electing a replacement director to complete the term of the former director shall cause the newly elected director to take office immediately upon the conclusion of the election. All directors must be members in good standing of the Father O'Neill Council No. 4011 or its successor.

The Board shall be under the general supervision and control of the Grand Knight of the Council. The Grand Knight may call for the removal of any and all directors if their action is found to be detrimental to the purpose of either Father O'Neill Charities, Inc. or the Council. Such action shall be brought before a special business meeting of the Council as provided in the Council By-Laws.

Section 3. Elections

Notice of the elections of the Board must be sent to all members in good standing of the Father O'Neill Council No. 4011 of the Knights of Columbus, since membership in the Council makes them a member of this Corporation. The Council newsletter for the month of the election should carry the notice of elections, and at least 10 days must pass before the election can be held after the delivery of the newsletter to the US Postal Service. It is left to the discretion of the Grand Knight whether or not to fill a vacancy on the Board that occurs with less than six months remaining in the term. A quorum of at least 12 members in good standing is required to hold a valid election.

Section 4. Officers

The Board shall appoint officers - President, Vice President, Secretary and Treasurer to operate the activities of the Corporation on a day-to-day basis. The President, and Vice President must be members of the Board of Directors. The

Secretary and Treasurer must be members of the Council. The Grand Knight may not serve as the President.

Section 5. Duties

The Board shall meet at least quarterly, and review the report of the officers concerning programs, activities, and financial status. The officers shall meet on a regular basis, and shall prepare quarterly reports for the Board of Directors.

All monies shall be maintained in the name of this corporation, and shall require the signature of two authorized persons. The Board shall designate the persons authorized on each account maintained. An annual audit shall be held in August and conducted or overseen by the Councils elected Trustees. The audit shall be conducted by persons not authorized to sign or in control of the assets, and may be done by an independent auditor, who is not a member of the corporation. The term auditor does not require the person to be an accountant by training or profession.

Section 6. Miscellaneous

The fiscal year of the corporation shall be the same as the Father O'Neill Council No. 4011 of the Knights of Columbus. A Board vote requires a majority of the members of the board to be physically present. An Annual meeting of the membership must be held, with notice given by the Council newsletter. The Council Trustees shall ensure that a financial report is given at this meeting.

These By-Laws may be amended after notice of such action has been given in writing to all members at least seven days before the date of such meeting called for that purpose has been issued. For this purpose, the seven-day period starts with the date the notice is delivered to the United States Postal Service.

These By-Laws adopted by vote of the Council, April 2, 2003.

Deacon John C. Gramling
Grand Knight