

By-Laws of St. Joseph's Villa
of Richmond, Virginia

Incorporated February 8, 1886
Charter amended March 30, 1887
Charter amended May 27, 1919
Charter amended November 28, 1977
Charter amended July 24, 1989
Charter amended June 1, 1998
Charter amended November 19, 2004
Charter amended December 16, 2011

ARTICLE I - NAME AND PURPOSE

- A. Name- The name of this Corporation, as established by the laws of the State of Virginia, is St. Joseph's Villa.
- B. Purpose- The purpose of this non-profit Corporation is to provide for the health, education and general welfare of the children and their families.

ARTICLE II - BOARD OF TRUSTEES

- A. General- The Board of Trustees shall be known as the Board of Trustees (hereinafter sometimes referred to as "the Board"), composed of a maximum of twenty-seven (27) persons as set out below, and it shall manage the affairs of the Corporation.
- B. Three Classes and Terms- There shall be three (3) classes of Trustees as follows:
1. Class A Trustees shall consist of one (1) non-voting Trustee who shall be the then current Chief Executive Officer of St. Joseph's Villa and who shall continue to serve as a non-voting Trustee as long as such individual continues in such official capacity.

2. Class B Trustees shall consist of two (2) Trustees who shall be the Chairman and Chairman Elect of the Corporation. They shall serve as a Trustee as long as they serve as Chairman or Chairman Elect of the Corporation.

The Chairman and Chairman Elect shall be elected for a two (2) year term at the annual meeting.

3. Class C Trustees shall consist of twenty-four (24) Trustees of whom eight (8) shall be elected each year by the Board of Directors of Villa Corporation, a Virginia corporation, the sole member of the Corporation, for a three (3) year term. In making such elections, the Board of Directors of Villa Corporation shall act upon the recommendation, if any, of the Board of Trustees of the Corporation, which in turn shall act upon the recommendation, if any, of the Governance Committee of the Corporation, but the final decision shall be vested in the sole discretion of said Board of Directors.

4. Class B Trustees shall not be subject to any limitation of term of service as long as they serve as Chairman and Chairman Elect as set out above. Election as Chairman or Chairman Elect of the Corporation by the board shall be automatically qualify such person as Trustee for his or her term of office.

5. Class C Trustees shall be elected for a three (3) year term and shall serve no more than three (3) consecutive terms or a total of nine (9) consecutive years as a Class C Trustee; provided, however, that a Class C Trustee shall be eligible to be elected as Chairman and Chairman Elect at any time.

6. A Class B Trustee, upon completion of a term as Chairman or Chairman Elect, shall be eligible for three (3) consecutive terms, I.E., a maximum of nine (9) years, after completing service as Chairman or Chairman Elect.

C. Vacancies- Vacancies occurring on the Board shall be filled by the Board of Directors of Villa Corporation, acting upon the recommendation, if any, of the Board of Trustees of the Corporation, which shall act upon the recommendation, if any, of the Governance Committee of the Corporation; provided, however, that the final decision shall be vested in the sole discretion of said Board of Directors.

D. Attendance- Any Board member who does not attend three (3) consecutive Board meetings without notification to the Chairman or the Secretary of the Board shall be considered to have resigned. After two (2) consecutive unexcused absences from Board meetings, a member shall be notified by the Secretary that an additional unexcused absence shall be considered a resignation.

ARTICLE III - MEETINGS OF THE BOARD OF TRUSTEES

A. Regular Meetings- The Board shall hold regular meetings at least quarterly, included among which shall be an annual meeting in June.

B. Place of Meetings- Meetings of the Board may be held at any place in or outside the State of Virginia as set forth in the notice thereof. If a notice fails to specify a place at which the meeting will be held, it shall be held on the property of St. Joseph's Villa.

C. Notice- Notice of regular and special meetings of the Board shall be furnished to each Trustee not less than ten (10) nor more than twenty (20) days before any meeting by written notice delivered personally or sent by the mail to each Trustee at his or her address as shown in the records of the Corporation. If by mail, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope as addressed, with postage thereon prepaid. Any Trustee may waive notice of

any meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends the meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at a special meeting need not be specified in the notice or the waiver of such meeting, unless specifically required by law or by these By-Laws.

D. Quorum- Except as is otherwise required by law, nine (9) voting members of the Board shall constitute a quorum. A majority vote of those voting shall be required to adopt a resolution or action of the Board of Trustees.

E. Action by Trustees Without a Meeting- The Board may act without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all the voting Trustees.

F. Waiver of Notice- Notwithstanding any other provision of these By-Laws, whenever any notice is required to be given to any Trustee of any meeting for any purpose, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

G. Compensation- The Trustees as such shall not receive any stated salary for their services, but by resolution of the Board of Trustees, expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any other capacity and receiving compensation therefor.

H. Board Decisions- The act of a majority of the voting Trustees present a meeting in which a quorum is present shall be the act of the Board of Trustees unless the act of a greater number is required by law or these By-Laws.

ARTICLE IV - ADVISORY BOARD

A. General- If the Board desires, it may establish an Advisory Board whose members shall be chosen by the Board from persons who have shown or promise to show an interest in St. Joseph's Villa. Its members shall serve at the pleasure of the Board, and its membership shall be unlimited.

ARTICLE V - OFFICERS AND THEIR ELECTION

A. General - The officers of the Corporation shall be a Chairman, a Chairman Elect, a President, an Executive Vice President, a Secretary, a Treasurer, and such additional Officers as the Board may deem necessary.

B. Election and Term - All of the officers of the Corporation shall be elected at each annual meeting to serve for a term of two (2) years or until their successors shall have been elected and shall qualify.

C. Removal - Any officer elected or appointed may be removed by the Board whenever, in its judgment, the best interests of the Corporation will be served thereby.

D. Chairman; Powers and Duties - The Chairman shall be the chief executive officer of the Corporation. Subject to the control of the Board of Trustees, the Chairman shall supervise and direct generally all the business and affairs of the Corporation. The Chairman shall preside at all meetings of the Trustees at which he is present and shall designate Committee assignments.

E. Chairman Elect; Powers and Duties - in the absence of the Chairman of the Corporation, or in the event of his or her death or inability or refusal to act, the Chairman Elect shall perform the duties of the Chairman and, when so acting, shall act with all of the powers of, and be subject to all of the restrictions on, the Chairman.

F. President; Powers and Duties - In the absence of the Chairman and Chairman Elect, the President of the Corporation shall preside at all meetings of the Board of Trustees at which he is present. In addition, the President may sign any deeds of trust, bonds, contracts or other documents the Board of Trustees has authorized for execution. The President shall be an ex-officio member of all committees of the Corporation and shall perform other duties as may be prescribed by the Board of Trustees.

G. Executive Vice President; Powers and Duties - The Chief Executive Officer of St. Joseph's Villa shall be the Executive Vice President of the Corporation and shall be the chief operating officer of the Corporation. In addition, the Chief Executive Officer, during his or her term, shall also be a non-voting member of the Board. In the absence of the President, the Executive Vice President shall have all the duties of the President, including the authority to execute legal documents on behalf of the Corporation.

H. Treasurer; Powers and Duties - The Treasurer shall be the chief financial officer of the Corporation and shall have the following powers and duties:

1. To be custodian of and responsible for all funds and securities of the Corporation;
2. To receive and give receipts for money due and paid to the Corporation from any source whatsoever;

3. To be custodian of the property and financial records of the Corporation, including, but not by way of limitation, any trust agreements of which the Corporation may be a beneficiary;
4. To deposit all funds paid to the Corporation in the name of the Corporation in such banks or other depositories as shall be designed by the Trustees;
5. To perform all the duties incidental to the office of Treasurer and such other duties as may be assigned to the chief financial officer by the Chairman or the Board of Trustees.

The Treasurer shall establish and maintain an adequate system of accounts and records which assures a full accounting for all monies and properties of the Corporation, which accounts the Board may have audited by persons of its choice at any time. The Treasurer shall render a detailed written statement of all receipts, expenditures, assets and liabilities, including those securities and properties held under the above mentioned or other agency agreements, at the annual meeting of the Board.

Within ten (10) days of the expiration of the term of office, the Treasurer shall transfer all records and properties of the Corporation in his or her control to the new Treasurer.

I. Secretary; Powers and Duties - The Secretary shall have the following powers and duties:

1. To keep the minutes of the meetings of the Board of Trustees in the minute book as provided for that purpose;
2. To insure that all notices are duly given in accordance with the By-Laws or as required by law;

3. To be custodian of all corporate records and the seal of the Corporation;

4. To perform all duties incidental to the office of Secretary and such duties as may be assigned to the Secretary by the Chairman or the Board of Trustees.

Within ten (10) days of the expiration of the office, the Secretary shall transfer all records and properties of the Corporation in his or her control to the new Secretary.

J. Absence or Disability of Officers - In the event of the absence or disability of any officer of the Corporation, the Board of Trustees may, by resolution, delegate the powers and duties of such officer to any other officer, or to any Trustee, or to any other person whom the Board may select.

K. Salaries - The salaries of all officers of the Corporation shall be fixed by the Board of Trustees.

ARTICLE VI - COMMITTEES OF THE BOARD OF TRUSTEES

A. Executive Committee - The Board of Trustees may, in its discretion, by resolution adopted by a majority of the entire Board, constitute an Executive Committee for the Board and specify its authority and responsibility. Such Committee shall be composed of not less than five (5) members of the Board of Trustees who shall be appointed by the Chairman and serve at the pleasure of the Chairman. The Executive Committee shall meet as necessary and shall possess and exercise all power and authority of the Board of Trustees during the intervals between meetings of the Board of Trustees, except to the extent that such power and authority shall be otherwise limited by the Board

of Trustees, the By-Laws or applicable law and except that the Executive Committee shall have no power to adopt, amend or repeal the By-Laws of the Corporation. The Executive Committee shall submit a report at every board meeting. The Committee shall act by a majority of the members thereof, and any action duly taken by the Executive Committee within the course and scope of its authority shall be binding on the Corporation.

The Executive Committee may be abolished at any time by a vote of the majority of the entire Board of Trustees, and during the course of the Committee's existence, the membership thereof may be increased or decreased and the authority and duties of the Committee changed or amended by the Board of Trustees as it may deem appropriate.

The Chairman of the Corporation shall also be Chairman of the Executive Committee. The Chairman Elect and the President of the Corporation shall be ex-officio members and shall have equal standing and authority with the appointed members of the Executive Committee.

B. Standing Committees - In addition to the Executive Committee, there shall be the following Standing Committees appointed by Chairman: Finance and Governance. The Chairman of each Standing Committee shall be a member of the Board of Trustees appointed by the Chairman of the Board; however, committee membership is not otherwise limited to Board members. Each Standing Committee shall report on its activities at each regular and special meeting of the Board.

The Finance Committee shall be responsible for reviewing the annual budget; evaluating the management of investments and other holdings of the Corporation; evaluating proposals for capital expansion; and executing any other responsibilities assigned to it by the Board.

The Governance Committee shall be responsible for proposing to the Board of Trustees (i) individuals to serve as Trustees of the Corporation, (ii) individuals to serve as directors of the corporations of which the Corporation is the sole member and (iii) individuals to serve as board members of the unincorporated auxiliary organizations of the Corporation.

C. Other Committees - Such other committees as may be deemed necessary by the Chairman may be established and shall report on their activities at each regular and special meeting of the Board.

ARTICLE VII - FISCAL YEAR

The fiscal year of the Corporation shall be July 1 to June 30.

ARTICLE VIII - AMENDMENTS

These By-Laws may be altered, amended or repealed, and any new By-Laws may be adopted by a majority of the voting Trustees present at any regular meeting or any special meeting, if at least fifteen (15) days written notice is given of intention to amend or repeal, or to adopt new By-Laws at such meeting, together with a copy of the proposed changes.