

BYLAWS OF SNAP

Survivors Network of those Abused by Priests

ARTICLE I. INCORPORATION

Section 1. Corporate Name

The name of the corporation shall be the Survivors Network of those Abused by Priests hereinafter referred to as "SNAP."

Section 2. State of Incorporation

SNAP is incorporated in the State of Illinois.

Section 3. Registered Office

The Registered Office of the Corporation for the transaction of business shall be in the State of Illinois. The Principal Office of the Corporation shall be located in the State of Missouri. The Corporation may have such other offices, either within or without the state of Illinois, as the Board of Directors may determine or as the affairs of the Corporation may require.

Section 4. Registered Agent

The Corporation shall have and continuously maintain in the State of Illinois a Registered Office and a Registered Agent, whose office is identical with such Registered Office, as required by the Illinois Non-Profit Corporation Act. The address of the Registered Office and the identity of the Registered Agent may be changed from time to time by the Board of Directors.

Section 5. Not For Profit

The Corporation is a corporation organized pursuant to Section 103.5, paragraph (a), subparagraph (1) (a) of article 3 of the State of Illinois General Not For Profit Corporation Act of 1986.

Section 6.

The period during which the Corporation is to continue as a corporation is perpetual.

Section 7. Dissolution of the Corporation

If the Corporation should ever dissolve, its assets shall be applied and distributed as follows:

The Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the above enumerated purposes of the Corporation, or to such organization or organizations organized and operated exclusively for charitable, educational, or religious purposes as shall at

the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law) as the Board shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the Principal Office of the Corporation is then located, exclusively for the purposes of the Corporation or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE II. CORPORATE PURPOSE

Section 1. Corporate Name

The name of the corporation shall be the Survivors Network of those Abused by Priests hereinafter referred to as "SNAP." This name may be changed in the future pursuant to a vote by the Board of Directors.

Section 2. Nonprofit Purpose

As an exclusively not-for-profit corporation, SNAP's purpose shall be to promote or encourage wholly charitable, benevolent, educational (not including the operation of full, secondary, educational, institutional, or vocational schools) and eleemosynary purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United State Internal Revenue Law), including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). The Corporation is not empowered to engage, except as an insubstantial part of its activities, in activities which are not in furtherance of one or more exempt purposes.

In furtherance of the foregoing corporate purposes and as part of its charitable duties and obligations, the Corporation will: provide self-help healing and support for victims of religious and institutional sexual abuse and their family members through various means including, but not limited to, facilitating support groups, engaging in peer counseling, and responding to inquiries via telephone, regular mail and email, designing and operating a website dedicated to education, providing support and advocacy regarding sexual abuse and related topics, networking with other groups providing related services, hosting conferences and healing gatherings, educating the public about the effects of sexual abuse, advocating for victims of sexual abuse, working to change structures in society that have failed to stop and prevent sexual abuse, working to protect current children as well as future generations of children, educating about the impact of sexual abuse on vulnerable adults and advocating to assist any victim of sexual abuse.

The Corporation will: construct, buy, sell, hold, mortgage, use, repair, lease, manage, operate and otherwise deal with any and all real estate, physical structures, equipment and supplies of any kind necessary or desirable to carry out its services.

The Corporation will: secure necessary licenses, operating permits, certificates or other documents necessary to carry out the aforementioned purposes.

The Corporation will: engage in such other activities as may be necessary to carry out the purposes of the Corporation with respect to its undertaking to carry out the aforementioned purposes.

Section 3. Non-Political Activity

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided in Section 501 (h) of the Code). The Corporation shall not participate in, or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law).

Section 4. No Individual Profits

No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

There shall be no Members of the Corporation, and the Corporation shall be governed by a self-perpetuating Board of Directors.

Section 2. Leaders

Persons who have (1) been victims of sexual abuse by one or more predator(s) in an institutional setting, or (2) been related by familial ties or friendship to one or more victims of sexual abuse by one or more predator(s) in an institutional setting, or (3) support the mission of SNAP (Article II. Section 2) may be considered for Leadership in the Corporation. No fees shall be associated with the designation of SNAP Leader.

The assignment of the title Leader is made by resolution of the Board of Directors upon recommendation of the Executive Director of SNAP (Article VII. Executive Director) or other Board Director. Leaders report to the Executive Director who coordinates the day to day activities of SNAP.

Leaders are the volunteer working corps of SNAP. Leaders are included in the eligible pool for Board committees, for SNAP activities, and for Board nomination. Leaders shall meet at least annually. The purpose of this meeting shall include but not be limited to the nomination of directors to the Corporation Board of Directors and for any purpose and activity organized by the Conference and Events Committee of the Board of Directors (see Article IV. Board of Directors and Article VI. Committees).

Should these Bylaws be amended to change the requirements, qualifications, and process for a member to become a Leader, all current Leaders shall retain their status under the amended Bylaws.

Section 3. Resignation and Termination

Any Leader may resign their SNAP Leadership at any time, without notice being given or required. The Board of Directors may remove any Leader at any time if in their judgment the best interest of the Corporation would be served thereby.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers

The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation. The duties of the Board of Directors shall be to establish the general policies of the Corporation in consultation with the paid staff.

Section 2. Election of Board Directors

As a self-perpetuating board, the Board Members shall elect their own successors. Directors shall be elected at the annual meeting of the Board. If an annual meeting is not held, or the directors are not elected thereat, Directors may be elected at any special meeting of Board held for that purpose. SNAP Leaders shall be empowered to be considered for election to the Board and to nominate candidates for the Board.

Section 3. Number

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than 6 (6) nor more than eleven (11) Directors including the following officers: The President, the Vice-President, the Secretary, and the Treasurer. All Directors shall be volunteers. These bylaws may be amended from time to time to change the minimum and maximum number of Directors, but in no case shall the number be less than three.

All Directors shall be at least twenty-one (21) years of age and at least half shall be citizens of the United States.

Section 4. Tenure

Directors shall hold office for terms of two (2) years. Terms of office shall be staggered so that approximately one-half of the Directors are elected each year. Terms of office shall begin at the conclusion of the meeting at which the Director is elected and shall continue for the elected term until the conclusion of the annual meeting (or special meeting held for the purpose of the election of directors) in the year in which his or her term ends or until a successor has been qualified and

elected, whichever is later. A Director may stand for re-election for four additional terms. One-sixth of the Director positions shall stand for election or re-election every year.

Section 5. Requirements and Qualifications

No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

To retain Board membership, each member of the Board of Directors shall attend or be present via electronic conferencing for at least 80% of all meetings of the Board per year. Failure to meet the attendance requirement shall be grounds for the Board to remove the Board member from their position on the Board. (see Section 10 of this Article).

Section 6. Regular and Annual Meetings

An annual meeting of the Board of Directors shall be held in the summer month of the SNAP Annual Conference at times and days prior to and after the Conference, or at such a place and on such day and hour as the Board of Directors may determine. Regular meetings of the Board of Directors shall be held on a quarterly basis.

Section 7. Special Meetings

Special Meetings for any purpose or purposes shall be called by the President of the Board of Directors at the request in writing of one-third of the Directors or any twenty (20) Leaders of SNAP. The request shall state the purpose or purposes of the proposed Special Meeting. All Board Members and the Executive Director shall receive written Notice of the Special Meeting and the purpose or purposes of the Special Meeting. Business transacted at any Special Meeting shall be confined to the purpose or purposes stated in the written Notice, and all matters germane to that purpose or purposes.

Section 8. Notice

Notice of meetings shall be sent by email to all members of the Board of Directors at his or her address as shown by the records of the Corporation. Notice of monthly meetings shall be sent no less than ten (10) days and no more than sixty (60) days, prior to the meeting date. Notice of special meetings shall be sent no less than two (2) days and no more than sixty (60) days, prior to the meeting date. If any meeting is to consider removal of a Board member, notice shall be sent no less than twenty (20) days prior to the meeting date. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except when a director attends a meeting for the expressed purpose of objecting to the transaction of business because the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Telephone contact while useful for establishing the time and place of meetings shall not be used in lieu of the above Notice provisions. At any duly convened meeting of the Board, a resolution may be approved concerning future meetings of the Board. Timely mailing or emailing of the

Board Minutes to each member of the Board will qualify as Notice of the next meeting of the Board if the information concerning the meeting is clearly set-forth and concise in its composition.

The Executive Director shall have the right to attend all Board meetings, except those meetings or those portions of the meetings that concern the Executive Director, including but not limited to, employment matters, performance, compensation, and other conflicts involving the Executive Director. The Executive Director shall not be counted for purposes of a quorum. They may offer input at Board meetings but will not have a vote.

By invitation and with prior Board approval others may attend Board meetings and may offer input but will not have a vote.

Section 9. Quorum

A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if fewer than a majority of the Directors are present at the said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the articles of incorporation, or these bylaws.

Section 10. Removal for Failure to Meet Requirements

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 5 of this Article by the designated date of the Summer annual meeting may be removed from the Board by resolution of the Board pursuant to the below removal provision. If a Director is removed for failure to fulfill the requirements of Section 5 of this Article, the Secretary shall notify the Director in writing that he or she has been removed, and the Board of Directors may forthwith immediately proceed to fill the vacancy.

Section 11. Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at the next regular monthly meeting. A Director so elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 12. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors. However, by resolution of the Board, expenses of attendance, if any, may be reimbursed for each regular or special meeting of the Board, provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefore.

Section 13. Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting

forth the action so taken, shall be signed by all of the Directors following notice of the intended action to all Directors.

Section 14. Confidentiality

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

Section 15. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

Section 16. Removal.

Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least twenty (20) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

ARTICLE V. OFFICERS

Section 1. Election of Officers

The Officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer, all of whom shall be members of the Board of Directors. All Officers shall be elected by majority vote of the Board of Directors, excluding the vote of the candidate for the office. Elections shall take place at the annual meeting of Board following/post the SNAP Annual Conference. If an election of officers is not held at such meeting, an election shall be held as soon thereafter as conveniently may be scheduled. Votes shall be by secret ballot recorded by the Secretary unless the Secretary position is to be filled in which case any other officer shall record the vote and submit the results to the active secretary for official recording. All officers shall hold office for 2 years. Officers may serve consecutive terms for any part of the tenure of their six-year term on the Board of Directors.

Section 2. President

The President, or in their absence, the Vice-President selected by the Board of Directors, shall preside at all Meetings of the Board of Directors and shall perform the following duties:

- a. They shall preside at all meetings of the Board and the Executive Committee.
- b. They shall have general superintendence and direction of all other officers of the Corporation and see that their duties are properly performed.
- c. They shall submit a report of the operations of the programs and activities of the Corporation to the members Annual Conference and to the Annual Leaders Meeting.
- d. They shall appoint Board Directors to standing committees with deference to individual Director's preferences but with a mandate of equal distribution of all Directors across the standing committees. Board Officers shall be excluded from these appointments but may be assigned membership and position under Article VI Committees of these Bylaws. The Nominating Committee shall be exempt from these appointments as per Article VI Section 1.
- e. They may create ad hoc committees as needed with input from the Board on the tasks, functions, and membership of such committees. They shall appoint all ad hoc committee chairs.
- f. They shall be an ex-officio member of all committees, with the exception of the Nominating Committee, and shall have the power and duties usually vested in the office of the President.

Section 3. Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the President. The Vice-President shall perform the additional following duties:

- a. They shall have the duty of chairing ad hoc committees and such other duties as may, from time to time, be assigned by the President.
- b. They shall be an ex-officio member of all standing committees and shall function as the secretary of all standing committees, with the exception of the Nominating Committee, or designate a staff member or committee member to perform the functions of the committee secretary.
- c. They shall be responsible for reporting the activities and business actions of the standing committees, with the exception of the Nominating Committee, to the members of the Board at each Board meeting.

Section 4. Secretary

The Secretary shall attend all meetings of the Board of Directors, of the Executive Committee and all Annual or Special Meetings of the Board and shall act as clerk of each meeting, recording all votes and the Minutes of all proceedings. The Secretary shall be responsible for the minutes kept by all committees of the Corporation, e.g. Standing Committees and Ad Hoc Committees, and shall keep, store, and distribute such minutes as directed by the Board. All minutes shall be accorded due diligent safeguards.

The Secretary shall cause to be given Notice of all Meetings of the Board of Directors when Notice is required by these Bylaws. The Secretary shall have custody of a copy of the Bylaws and all Amendments thereof. The Secretary shall perform all official correspondences from the Board as may be prescribed by the Board or the President.

Section 5. Treasurer

The Treasurer shall oversee the custody of all funds of the Corporation and shall oversee full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall see to the deposit of all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall oversee disbursements of the funds of the Corporation as may be ordered by the Board of Directors, ensuring that there are proper vouchers for such disbursements, and shall render to the Board of Directors at the Regular Meetings of the Board, or whenever they may require it, an account of all transactions and of the financial condition of the Corporation. The Treasurer must work closely with the Executive Director and any Bookkeeper to obtain necessary financial information. The Treasurer shall be responsible for all safeguards of the Corporation financial accounts and access information.

Section 5. Audit

The Board of Directors shall cause the financial records of the Corporation to be audited annually by a public accountant.

Section 6. Removal of an Officer

Any Officer of the Board of Directors may be removed with or without cause, at any time, by vote of two-thirds (2/3rds) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. If an Officer misses three (3) consecutive Regular or Special Meetings, this may be cause for removal. Each Director of the Board must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed from their position shall not automatically be removed from the Board. If such action is the will of members of the Board, then the process prescribed in Article IV, Section 16 must be followed. The replacement of a removed officer shall follow the procedures described in Section 1 of this Article.

ARTICLE VI. COMMITTEES**Section 1. Standing Committees**

The following Standing Committees shall be operational and guided in their tasks, functions, and membership as described in this Article. Changes to Standing Committees' tasks, functions, and membership or their elimination or creation thereof shall require following the process of amending these Bylaws, Article XII.

Part A. Executive Committee

If there are six or fewer Directors on the Board of Directors, the Executive Committee shall consist of all the Directors of the Board of Directors. If there are more than six Directors on the Board of Directors, the Executive Committee shall consist of the President, the Vice-President, the Treasurer and the Secretary. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall be empowered to act in between meetings of the Board of Directors when a matter arises that cannot wait until the next meeting of the Board, subject to

such limitations as the laws of the State of Illinois or resolutions of the Board of Directors may impose. Within the limitations of its authority to act, the Executive Committee shall have the power to affix the seal of the Corporation to all papers which may require it. The President of the Board of Directors shall serve as Chair of the Executive Committee. The Executive Committee shall have power to make rules and regulations for the conduct of its business. A majority thereof shall constitute a quorum.

The Executive Committee shall function as a Personnel Committee whose responsibility shall be to establish policies and practices for the employment and retention of the paid staff. The Personnel Committee shall also handle other personnel issues as spelled out in the Employee Handbook and the Leader Manual. The Board President may augment the number of members of the Personnel Committee above and beyond the Executive Committee with additional Board members as conditions warrant.

Part B. Finance Committee

There shall be a Finance Committee composed of the Treasurer and at least two other members of the Board. The Treasurer shall act as Chair of the Finance Committee. The members of the Finance Committee shall be appointed by the President of the Board as per Article V, Section 2.d. The Finance Committee shall advise and assist the Treasurer in their duties. The Treasurer shall report the advice and activities of the Finance Committee to the Board at monthly Board meetings. The Finance Committee shall see that a complete auditor's report on the Corporation's finances is sent annually to all Board Members. The Finance Committee shall consider the details of the budget which is prepared by the Executive Director and make a recommendation on that budget. The budget, along with the Finance Committee's recommendation, shall be presented to the Board of Directors by the Treasurer for approval.

Section 2. Other Committees

The President may from time to time appoint such Ad Hoc or Special Committees as deemed needed in consultation with the Board of Directors (Article V, Section 2.e.). Each Committee shall consist of such number of persons as the Board of Directors deems advisable. All acts of such Committees shall be subject to approval of the Board of Directors.

Section 3. Authority of Committees

Committees may not act on behalf of the Corporation unless such authority is delegated to the committee by the Board or these bylaws.

ARTICLE VII. EXECUTIVE DIRECTOR

The Board of Directors shall hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. They shall have the unique responsibility of directing, supporting, and coordinating the activities of Leaders of SNAP and

shall recommend to the Board of Directors members who qualify for the designation of Leader within the SNAP organization. They shall be responsible to work within an approved budget established by the Board. No officer, Executive Committee member or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Director shall be an ex-officio, non-voting member of the Board and all committees.

The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors. The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the serving members of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

ARTICLE VIII. FISCAL YEAR

The fiscal year of the Corporation shall be January 1 to December 31.

ARTICLE IX. NONDISCRIMINATION

The Officers, Directors, Committee Members and Employees of the Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, gender, race, religion, nation origin, disability status or sexual orientation.

ARTICLE X. CONFLICT OF INTEREST

Section 1: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Corporation) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

- a. **Interested Person**
Any director, officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- b. **Financial Interest**
A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - 1) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,

- 2) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- 3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists pursuant to this Article.

Section 3. Procedures

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest**
 - 1) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - 2) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - 3) After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - 4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- d. **Violations of the Conflicts of Interest Policy**
 - 1) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of

the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

- 2) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Annual Statements

Each director, officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 6. Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 7. Use of Outside Experts

When conducting the periodic reviews as provided for in Section 6 of this Article, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XI. INDEMNIFICATION

Section 1. General

The Corporation shall indemnify and protect each of its directors and to the fullest extent permitted by the laws of the State of Illinois..

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The Corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE XII. AMENDMENTS

Section 1. General

Any amendments, alterations, changes, additions, or deletions from these Bylaws shall be consistent with the laws of the State of Illinois which define, limit, or regulate the powers of the Corporation or the Directors of the Corporation. As required by the Articles, any amendment to Article III Membership or Article IV Board of Directors of the Articles shall require the affirmative vote of all directors then in office. All other amendments to these Bylaws shall require the affirmative vote of an absolute majority of Directors then in office. Articles may be amended in any manner at any Regular or Special Meeting of the Board of Directors, provided that specific written notice of the proposed amendment setting forth the text of the proposed amendment or a summary of the changes to be effected thereby shall be given to each Director within the time and the manner provided for the giving of notice of meetings of Directors.

Section 2. Articles of Incorporation

The articles may be amended at any Regular or Special Meeting of the Board of Directors, provided that the General requirements are met, Section 1 of this Article.

Section 3. Bylaws

The Board of Directors may amend these Bylaws by majority vote at any Regular or Special Meeting. Written notice setting forth the proposed amendment or summary of the changes to be



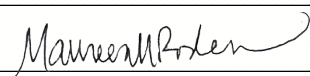
May 2020

effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of Directors.

CERTIFICATE OF SECRETARY

I, Maureen Roden, certify that I am the Secretary of SNAP, the Survivors Network of those Abused by Priests, an Illinois nonprofit corporation, and that the above Bylaws, consisting of seventeen (17) pages, are the Bylaws of this corporation as adopted by the Board of Directors at a duly held meeting on _____.

DATED: May 26, 2020

, Secretary