

BY-LAWS
Bishop McDevitt High School
Harrisburg, Pennsylvania

ARTICLE I
OFFICES

Section 1.1 The registered office shall be located at: 1 Crusader Way, Harrisburg, PA 17111

Section 1.2. The corporation may also have offices at such other places as the Episcopal Member may from time to time determine.

ARTICLE II
MEMBERS

Section 2.1. There shall be two classes of members of the corporation: the Episcopal Member and the Pastoral Members.

Section 2.2. The Episcopal Member of the corporation shall be the then serving Diocesan Bishop of the Roman Catholic Diocese of Harrisburg. In the event there is no one serving as the Diocesan Bishop, the Episcopal Member shall be the Diocesan or Apostolic Administrator as determined in accordance with Canon Law.

Section 2.3. The Pastoral Members shall be the then serving and appointed Pastors or Administrators of the Parishes supporting Bishop McDevitt High School, which are:

St. Matthew, Apostle and Evangelist, Dauphin
Holy Family, Harrisburg
Holy Name of Jesus, Harrisburg
Our Lady of the Blessed Sacrament, Harrisburg
St. Catherine Laboure, Harrisburg
St. Francis of Assisi, Harrisburg
St. Margaret Mary Alacoque, Harrisburg
St. Patrick Cathedral, Harrisburg
Seven Sorrows of the Blessed Virgin Mary, Middletown
Prince of Peace, Steelton

Section 2.4. The Episcopal Member shall hold at least one annual meeting at such a place as the Episcopal Member shall determine.

Section 2.5. Subject to the approval of the Episcopal Member, the Pastoral Members shall hold an organizational meeting at which they shall elect a chair of the Pastoral Members. The chair shall convene future meetings as required or needed.

2.5.1 The Pastoral Members at their organizational meeting shall appoint, subject to approval of the Episcopal Member, a Board of Directors which shall manage the affairs of this corporation, as set forth in Article III of these By-Laws. All future members of the Board of Directors are also appointed by the Pastoral Members, subject to the approval of the Episcopal Member.

2.5.2 The Pastoral Members must approve any expenditure exceeding \$30,000.00.

2.5.3 The Pastoral Members must approve the annual budget of Bishop McDevitt High School as submitted by the Board of Directors.

2.5.4 The Pastoral Members shall approve any Capital Campaign for the High School.

Section 2.6. The following powers are reserved exclusively to the Episcopal Member of the corporation and no attempted exercise of any such powers by anyone other than the Episcopal Member shall be valid or of any force or effect whatsoever, except by the express written delegation of the Episcopal Member:

2.6.1 To establish the philosophy, objectives and purposes of the corporation,

2.6.2 To approve all the Pastoral Members of the corporation; to approve all appointments to the Board of Directors of the Corporation; to approve the appointment of the Principal (or School President and the Principal) of the High School and to approve the election of officers, if any, of the Board of Directors and of the corporation.

2.6.3 To amend, alter modify or repeal the Articles of Incorporation and these By-Laws,

2.6.4 To acquire, purchase, sell, exchange, transfer or encumber any land, buildings or equipment in which the corporation will or has equitable or legal title. To mortgage, encumber or pledge and of the real estate or any other assets of the corporation.

2.6.5 To merge, consolidate, or affiliate this corporation with another corporation or to dissolve or terminate the existence of this corporation,

2.6.6 To approve any and all employment agreements,

2.6.7 To approve any Services Agreement between the corporation and Harrisburg Catholic Administrative Services,

2.6.8 To take any and all actions necessary to maintain the Catholic Identity of the school operated by the corporation, including but not limited to the following:

- (i) Approving the curriculum and curricular, co-curricular and extracurricular activities for the school;

- (ii) To take any necessary steps to insure that the school shall conform with policies promulgated by the Roman Catholic Diocese of Harrisburg Charitable Trust;
- (iii) To approve school policy and procedures and assure their conformity with Diocesan school policies and regulations;
- (iv) To delegate oversight responsibilities of the School to the Secretary of Education of the Diocese including, but not limited to, the approval of school policy and procedure as set forth in subsection (iii) above;
- (v) To exercise responsible stewardship over the school with regards to the budget and expenditures by amending any budget proposed by the Board of Directors and approved by the Pastoral Members as set forth in Section 2.5, and to void any expenditure not in compliance with the current Diocesan Financial Policies.

Section 2.7 Unless waived, written notice (e-mail shall be considered written notice) of every annual and special meeting of either class of Members of the corporation shall be given by the Secretary of the Corporation to each Member of the class involved in the meeting not less than three (3) days, nor more than thirty (30) days prior to the day named for the meeting. Such notice shall include the place, day, hour and general nature of the business to be transacted thereat.

Section 2.8 Pastoral Members may attend meetings and vote in person or by proxy and a majority of the Pastoral Members then in office shall constitute a quorum. Every Pastoral Member shall have one (1) vote. Except as otherwise provided in the Articles of Incorporation, any action required to be taken at a meeting of either class of Members may be taken without a meeting, if a consent or consents in writing setting forth the action so taken, shall be signed by all of the members who would be entitled to a vote at a meeting for such purpose and shall be filed with the Secretary of the Corporation. For the purpose of this consent, an email from the member shall be considered sufficient when transmitted from the e-mail account of the Pastoral Member that is on record with the corporation.

2.8.1 Pastoral Members may attend the meeting by remote participation, using electronic means whereby the member may participate actively in the deliberations and cast his vote.

2.8.2 A Pastoral Member may designate in writing another Pastoral Member as his proxy by informing the Chairman of his determination to do so for a particular meeting. E-mail shall be considered a written notice or oral transmission in the course of the meeting. Should a Pastoral Member leave a meeting that he is attending prior to its conclusion, he may orally designate another Pastoral Member to act as his proxy for the remainder of that meeting by giving notice of that determination to the chair of the meeting.

Section 2.9 The Episcopal Member may, by resolution, grant limited power of attorney to the Diocesan Vicar General, or another official of the Diocese of Harrisburg, to act in his stead in all matters respecting the corporation for which it is permissible to do so under Canon Law of the Roman Catholic Church.

Section 2.10 It is the intent of these By-Laws to confer no powers or authority on any person associated with the corporation that would conflict with the Canon law of the Roman Catholic Church or with the particular statutes or ecclesiastical law duly promulgated by the Catholic Diocese of Harrisburg. Where any power or authority conferred by these By-laws, or any action taken by this corporation in reliance thereon, shall, in the judgment of the competent ecclesiastical authority, conflict with the duly promulgated ecclesiastical law of the Roman Catholic Church or of the Catholic Diocese of the Catholic Diocese of Harrisburg, it shall, to that extent be deemed null and void.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1 The business and affairs of this corporation shall be managed by a Board of Directors appointed by the Pastoral Members and approved by the Episcopal Member, subject to the limitations imposed by the Articles of Incorporation and these By-Laws. Membership of the Board of Directors shall consist of no fewer than seven (7) and no more than sixteen (16) directors, which number will not include ex-officio directors.

Section 3.2 The Members shall appoint the Secretary of Education of the Diocese of Harrisburg to be an ex-officio director. Unless excused, the Principal (or the School President and Principal) of the high school shall be required to attend all board meetings but shall not serve as director(s). An ex-officio director is exempt from the limitation of serving only two (2) consecutive terms. An ex-officio director shall have a vote, and shall otherwise have all the powers vested in the directors. Ex-officio directors are not required for the quorum, however if they are present they increase the number of votes needed to pass a resolution.

Section 3.3. Each Pastoral Member shall be an ex-officio member of the board of directors. No less than twenty-five percent (25%) of the Board of Directors shall be composed of Pastoral Members of the corporation, with the balance (other ex-officio members excluded) being composed of lay individuals who are Catholics in good standing, or non-Catholic persons of good repute, all who are committed to the school and support the teachings and laws of the Catholic Church.

Section 3.4. Directors shall be elected by a majority vote of the Pastoral Members of the corporation, except for ex-officio directors who serve by virtue of their office, subject to the approval of the Episcopal Member.

Section 3.5. Except as hereinafter provided, elected directors who are not also Pastoral Members shall serve for a term of three (3) years, but cannot serve more than two (2) consecutive terms. At least

(1) year of non-service must intervene after two (2) consecutive terms before a director is eligible for one (1) additional term of three (3) years. These limitations may be waived by the Episcopal Member if the welfare of the corporation requires it. Directors may initially be elected for terms of less than three (3) years for the purpose of dividing the Board of Directors into three (3) groups, substantially equal in number, with terms expiring in intervals of one (1) year.

Section 3.6. Directors, other than ex-officio directors, shall be subject to removal at any time by a vote of three-fifths (3/5) of the Pastoral Members of the corporation. Ex-officio directors may be removed at any time by the Episcopal Member. In addition, the Episcopal Member may remove a Director or Officer who at the sole and exclusive judgment of the Episcopal Member engages in conduct which constitutes serious or public immorality, scandal, or the rejection of, or the holding up to doubt or question of, the official teaching, doctrine or laws of the Catholic Church.

Section 3.7. If the office of a director becomes vacant by reason of death, illness, resignation, removal, or otherwise, the vacancy shall be filled by a majority vote of the Pastoral Members and approved by the Episcopal Member. A director may resign at any time upon notice to the Episcopal Member. A resignation shall be effective upon receipt by the Episcopal Member or at a subsequent time specified in the notice of resignation.

Section 3.8. Subject to the reserved powers of the Episcopal Member, the business and affairs of the corporation shall be managed by the Board of Directors. Subject to the reserved powers of the Episcopal Member, the powers of the Board include, but are not limited to, the following:

- 3.8.1. To exercise general management and control of the ordinary business and affairs of this corporation;
- 3.8.2. To propose policies of the corporation, and to implement the approved policies of the corporation, including all school policies and procedures of the Diocese of Harrisburg;
- 3.8.3. To nominate, for the Pastoral Members' consideration, candidates for appointment to the Board of Directors;
- 3.8.5. To elect officers of the corporation, subject to the approval of the Episcopal Member, as set forth in Article IV.
- 3.8.6. To appoint the appropriate committees and to prescribe the duties and responsibilities of those committees;
- 3.8.7. To nominate, according to the established policies and procedures of the Diocese of Harrisburg, a candidate for the office of Principal (or the School President and Principal). (see 2.6.2)
- 3.8.8. To propose the operating and capital budget of the corporation in accord with the budget development process set forth in the Services Agreement with the Harrisburg

Catholic Administrative Services, Inc. (HCAS) and in accordance with the policies and procedures established by the Diocese of Harrisburg;

- 3.8.9. To approve all school expenditures under \$30,000.00. Provided, however, that after the adoption of a budget, the Principal (or the School President) shall have the opportunity to make such expenditures as are consistent with the approved budget, subject to a veto of said expenditures by a majority vote of the Board. Any purchases or expenditures over this amount are subject to the provisions of Sections 2.5.2 and 2.6.8 (v.).
- 3.8.10. To engage in efforts to increase gifts and grants to the corporation, and to receive such gifts and grants;
- 3.8.11. To develop the necessary financial support and funding for the corporation's long range stability;
- 3.8.12. To safeguard the corporation's assets, in conjunction with the Members;
- 3.8.13. To prepare an annual report to all the Members of the corporation and such other reports as may be required by the Members of the corporation;
- 3.8.14. To exercise responsibility for the school program, including all non-student organizations affiliated with the school;
- 3.8.15. To do all else necessary to promote the overall well being of the corporation.

Section 3.9. The Board of Directors also has the responsibility to advise the administration of the school, the Principal (or the School President, Principal) and the Office of the Secretary for Education of the following matters:

- 3.9.1 Education policies and academic development of the school;
- 3.9.2 Long range planning and future development of facilities;
- 3.9.3 Recruitment of staff and students;
- 3.9.4 Development of a plan for fundraising, endowments and increased revenue;
- 3.9.5 Financial affairs; and
- 3.9.6 Other academic and administrative matters of importance

Section 3.10. The Board of Directors shall designate one of the Directors as Chair of the Board and may also designate one of the Directors as Vice Chair of the Board, whose duty it shall be to act in the Chair's stead during the Chair's absence or incapacity.

Section 3.11. All meetings of the Directors shall be held at the registered office or such other places, either within or without the Commonwealth of Pennsylvania, as the Directors may from time to time determine.

Section 3.12. The annual meeting of Directors shall be the first meeting held at the beginning of the academic year at such place as the Board of Directors determine.

Section 3.13. Written notice (e-mail is sufficient) of the annual meeting and any special meetings specifying the place, date and hour of the meeting shall be given to the Directors at least five (5) days prior to the meeting.

Section 3.14. Special meetings of the Directors may be called at any time by the Chair or by a majority of the Directors upon written request delivered to the Secretary of the corporation. Upon receipt of any such request, it shall be the duty of the Secretary to fix the time of the meeting which shall be held not more than fifteen (15) days thereafter, as the Secretary may fix.

Section 3.15 Business transacted at all special meetings shall be confined to the business stated in the call.

Section 3.16. At all meetings of the Board of Directors, a majority of the Directors in office, present in person or by proxy, shall constitute a quorum for the transaction of business except as otherwise provided by statute or by the Articles of Incorporation or by these By-Laws. If, however, at any meeting of Directors where, by statute or by the Articles of Incorporation, a greater number of Directors is required for a quorum but such meeting cannot be organized because a quorum has not attended, the Directors entitled to vote thereat, present in person or by proxy, shall have power, except as otherwise provided by statute, to adjourn the meeting to such time and place as they may determine. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. A Director may designate in writing another Director as his proxy by informing the President of his determination to do so for a particular meeting. E-mail notice shall be considered written notice or oral transmission in the course of a meeting. Should a Director leave a meeting that s/he is attending prior to its conclusion, s/he may orally designate another Director to act as her/his proxy for the remained of that meeting by giving notice of that designation to the chair of the meeting.

Section 3.17. Except as otherwise provided by the statute or the Articles of Incorporation, at every Directors' meeting every Director shall have one (1) vote. To transact business, a majority of Directors and Ex-officio Directors present must vote to approve.

Section 3.18. One or more Directors may participate in a meeting of the Directors by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other; and all Directors so participating shall be deemed present in person at that meeting.

Section 3.19. Except as otherwise provided in the Articles of Incorporation, any action required to be taken at a meeting of the Directors may be taken without a meeting, if a consent or consents in writing setting forth the action so taken, shall be signed by all of the Directors who would be entitled to vote at a meeting for such purpose and shall be filed with the Secretary of the corporation. For the purpose of this consent, an email from the Director shall be considered sufficient when transmitted from the e-mail account of the Director that is on record with the corporation.

Section 3.20. The Board of Directors may, by resolution, establish an Executive Committee which shall be composed of two or more Directors of the corporation, including at least one Pastoral Member. The Executive Committee may exercise all powers given to the Directors between meetings of the Board, except such powers as may be expressly reserved by the board. The membership of the Executive Committee must also be approved by the Pastoral Members and Episcopal Member.

Section 3.21. The Board of Directors may, by resolution, establish such other committees as they from time desire to consist of one (1) or more Directors of the corporation. Any such committee, to the extent provided in the resolution by means of which it is established, shall have and may exercise any of the powers and authority of the Directors, as provided in the Resolution. All such committees shall serve at the pleasure of the Episcopal Member and Pastoral Members.

Section 3.22. The Board of Directors may, by resolution approved by the members of the board, establish advisory councils or boards to include persons other than Members or Directors of the corporation. All such advisory councils or boards shall serve at the pleasure of the Episcopal Member and Pastoral Members, and shall not exercise any of the powers and authorities of the Members, Directors or officers.

Section 3.23. Directors shall not receive any stated salary for their services as such, but by resolution of the directors, a fixed reasonable sum for expenses of attendance may be allowed for each regular or special meeting of the Directors or for other expenses incurred on behalf of the corporation. The Directors shall have power in their discretion to contract for and to pay for Directors rendering unusual or exceptional services to the corporation special compensation appropriate to the value of such services.

Section 3.24. No Member or Director or officer of this corporation shall be personally liable for any action or omission related to his or her responsibilities as such, unless he or she has breached or failed to perform the duties of his office as described in 15 Pa.C.S. §5712 and said breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness; provided, however, that nothing in this by-law shall be construed to impose a greater liability on said Member, officer or Director than is set forth in subchapter C of chapter 83 of Title 42 of the Pennsylvania Consolidated Statutes (42 Pa.C.S. §8331.1 et seq.)

ARTICLE IV

OFFICERS

Section 4.1. The officers of the corporation shall be elected by the Board of Directors from among the members of the Board of Directors, subject to the approval of the Episcopal Member, and shall be a President, a Vice President, a Secretary and a Treasurer.

Section 4.2. Officers shall not receive any stated salary for their services as such, but by resolution of the Directors, officers may be reimbursed for expenses incurred on behalf of the corporation. The Directors shall have power in their discretion to contract for and to pay to officers rendering unusual or exceptional services to the corporation special compensation appropriate to the value of such services.

Section 4.3. The officers of the corporation shall hold office at the pleasure of the Board of Directors. Any officer or agent elected or appointed by the Board may be removed by such Board, with or without cause, whenever in their judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. No such removal may occur unless concurred in by a majority of the Pastoral Members then in office.

Section 4.4. The President shall attend all meetings of the Directors and shall act as the Chair of the Board and shall see that all orders and resolutions of the Episcopal Member and Directors are carried into effect.

Section 4.5. The Vice-President, if any there be, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Directors or Executive Committee may prescribe or the President may delegate to him or her, subject to the approval of the Episcopal Member.

Section 4.6. The Secretary shall attend all meetings of the Directors and record or cause to be recorded all the votes of the Members or Directors of the corporation and minutes of all the transactions in a book to be kept for that purpose, and shall perform duties for the executive and other committees of the Members or Directors when required. The Secretary shall give, or cause to be given, notice of all the meetings of the Members and Directors, and shall perform such other duties as may be prescribed by the Members or Directors, or President, under whose supervision he or she shall be. The Secretary shall keep in safe custody the corporate seal of the corporation and, when authorized by the Members or Directors, affix the same to any instrument requiring it and, when so affixed, it shall be attested by his or her signature or by the signature of the Treasurer or an Assistant Secretary. An Assistant Secretary may be designated by the Board of Directors to perform any functions of the Secretary, under the Supervision of the Secretary.

Section 4.7. The Treasurer shall be elected by the Board of Directors. It is anticipated that the Treasurer's responsibilities may, in substantial part, be carried out by means of a service agreement entered into between the corporation and HCAS. However, for the purposes of these By-Laws, the standard Treasurer's responsibilities will be set forth as follows: The Treasurer shall have the custody of the corporate funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as shall be designated by the Directors, with the approval of the Board. The Treasurer shall disburse the funds of the corporation as may be ordered by

the Directors, with the approval of the Episcopal Member, taking proper vouchers for such disbursements, and shall render to the President and Members or Directors, at the regular meetings of the Members or Directors, or whenever they require it, an account of all his or her transactions as Treasurer and of the financial condition of the corporation. If required by the Members or Directors, the Treasurer shall give the corporation a bond in such sum, and with such surety or sureties as may be satisfactory to the Members or Directors, for the faithful discharge of the duties of his or her office and for the restoration to the corporation, in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the corporation. The Board may designate an Assistant Treasurer to act in case of the absence or disability of the Treasurer. The Treasurer of the corporation shall present annually to the Members and Directors a financial report, the contents of which are prescribed in 15 Pa. C.S. §5553, a copy of which report shall be filed with the minutes of the annual meetings of the Episcopal Member, Pastoral Members and the Directors.

ARTICLE V

GENERAL PROVISIONS

Section 5.1. The corporation acknowledges that the Secretary for Education of the Diocese of Harrisburg is appointed by the Bishop of the Diocese of Harrisburg and is delegated by him with the responsibility for oversight of education in Catholic Schools within the Diocese of Harrisburg. As such, the Secretary for Education and his office ensure that all schools in the Diocese of Harrisburg conform with all the school policies and regulations determined or approved by the Episcopal Member.

Section 5.2. The Principal (or School President and Principal) of the High School shall present annually to the Episcopal Member, the Pastoral Members and Directors a financial report, a copy of which report shall be filed with the minutes of the annual meetings of the Members and the Directors.

Section 5.3. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Pennsylvania". Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

Section 5.4. Whenever, under the provisions of the statutes or of the Articles of Incorporation or of these By-Laws, notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof by first class mail, postage prepaid, charges prepaid, by facsimile transmission, or by e-mail, to his or her address appearing on the books of the corporation for the purpose of notice. If the notice is sent by mail or e-mail, or by facsimile transmission, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail, or when transmitted by e-mail when sent to the e-mail address of the individual on record with the corporation, or by faxr when a confirmation of facsimile transmission is generated by the transmitting equipment. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by the Pennsylvania Non-Profit Corporation Law of 1988.

Section 5.5. Whenever any written notice is required to be given by statute or by the Articles of Incorporation or by these By-Laws, 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 deemed the equivalent of the giving of such notice. For purposes of this section, communication of a waiver via electronic mail shall be deemed sufficient. Neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 5.6. The corporation may, by resolution adopted by a majority of a quorum of disinterested voting Members or Directors then in office, or, if such a quorum is not obtainable, by written opinion of independent legal counsel, indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding (including actions by or in right of the corporation to procure a judgment in its favor), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a voting Member, Director, officer or other representative of the corporation, or is or was serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal proceeding, had not reasonable cause to believe his or her conduct was unlawful. The corporation may, at the discretion of the Members, also advance payments for such expenses to such persons prior to final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person, except in the case of the Members to repay said amounts if such person shall be ultimately determined not to be entitled to indemnification. The corporation shall make such indemnification if such person is a Member of the corporation or if the person has been successful on the merits or otherwise in defense of said action, suit or proceeding. The corporation may maintain a reserve, or any purchase and maintain insurance for the purpose of indemnification on behalf of any or all persons to the full extent permitted under 15 Pa.C.S. §5747.

Section 5.7. The Board of Directors shall adopt the annual operating budget of the corporation subject to the approval/disapproval of the Episcopal Member and Pastoral Members.

Section 5.8. In all situations wherein these By-Laws vest power, authority or responsibility over a particular matter in either the Directors or the Members, or both, the judgment, action or decision of the Pastoral Members shall prevail over that of the Directors, and the action of the Episcopal Member shall prevail over all.

Section 5.9. Only the Episcopal Member or his designee shall have any authority to bring any action at law, in arbitration, in an administrative forum or in equity on behalf or in the name of the corporation. No action at law or in equity may be brought by any person other than the Episcopal Member or his designee to enforce any provision of these By-Laws. In any circumstance in which any of

the provisions of these By-Laws shall conflict with any provision of Canon Law, Canon Law shall prevail. Except as hereinabove set forth, all disputes over the meaning, construction, interpretation or application of any provision of these By-Laws shall be determined solely and exclusively by the competent ecclesiastical authority, as set forth in Canon Law.

ARTICLE VI

AMENDMENTS

Section 6.1. The By-Laws or Articles of Incorporation may be altered, amended or repealed only by the Episcopal Member as set forth in paragraph 2.6.3.

ARTICLE VII

DISSOLUTION, MERGER, SALE OF ASSETS

Section 7.1. The corporation may not be dissolved, a substantial part of its assets sold, or merged with any other corporation except by the action of the Episcopal Member as set forth in paragraph 2.6.5 and only in accordance with paragraph 8 of the Articles of Incorporation.

CERTIFICATION

I hereby certify that the foregoing constitutes a true and correct copy of the By-Laws of Bishop McDevitt High School, said By-Laws having been revised and adopted the 1st day of October 2014.

A handwritten signature in black ink, reading "Ronald W. Gainer". The signature is written in a cursive, flowing style.

**The Most Reverend Ronald W. Gainer
Bishop of Harrisburg
Incorporator**

**DIOCESE OF HARRISBURG
OFFICE OF THE BISHOP**




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As the Episcopal Member of the non-profit corporations and in accord with the By-Laws (Section 2.6.3) of the corporations for **Bishop McDevitt High School, Harrisburg, PA** and **Lebanon Catholic School, Lebanon, PA** I amend the By-Laws of the corporations with the following actions:

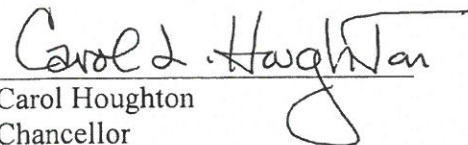
For Lebanon Catholic School, Section 2.3 is amended by deleting St. Joan of Arc Parish, Hershey, PA.

For Bishop McDevitt High School, Section 2.3 is amended by the addition of St. Joan of Arc Parish, Hershey, PA.

This change to the respective By-Laws to be effective July 1, 2017.


Most Reverend Ronald W. Gainer
Bishop of Harrisburg

In Witness:


Carol Houghton
Chancellor

3/6/17
Date