

BY LAWS

BY-LAWS

OF

QUINCY CURSILLO, NFP

ARTICLE I

Purpose

The purpose of Quincy Cursillo, NFP (the "Corporation") is to maintain an educational, charitable and religious organization within the meaning of section 501 (c)(3) of the Internal Revenue Code.

The mission of the Quincy Cursillo is to provide a personal experience of grace in fellowship with a community of faith, transforming our world through Christian leadership

The Corporation shall have such others powers as are now or may hereafter be granted by the General Not For Profit Corporation Act of the State of Illinois.

ARTICLE II

Offices

The Corporation shall have and continuously maintain in this state a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of Illinois as the Board Members may from time to time determine.

ARTICLE III

Membership

SECTION 1. The membership shall consist of all persons who have become a Cursillista by completing a Cursillo weekend and are active members who subscribe to the 4th Day Newsletter. All such resolutions or policies and procedures relating to members adopted by the Board Members of the Corporation shall be affixed by the By-Laws of the Corporation, and shall be deemed to be a part thereof. Such resolutions or policies and procedures adopted by the Board Members may prescribe, with respect to all members, the amount and manner of imposing and collecting any fees, dues or other fees, assessments, fines and penalties, the manner of suspension or termination of membership, and for reinstatement of membership, and, except as may hereinafter otherwise be provided, the rights, liabilities and other incidents of membership.

SECTION 2. The right or interest of a member shall not terminate except upon the happening of any of the following events: death, resignation, expulsion, dissolution or liquidation of the Corporation.

ARTICLE IV

Meeting Of Members

SECTION 1. ANNUAL MEETING. The Annual Meeting of Members of the Corporation shall be held on such date or dates as shall be fixed from time to time by the Board Members of the Corporation for the purpose of electing Board Members and for the transaction of such other business as may come before the meeting. Each successive Annual Meeting shall be held on a date not more than twelve months following the preceding Annual Meeting. Special Meetings of members may be held on such date or dates as may be fixed by the Board Members of the Corporation from time to time and by the members on such date or dates as shall be permitted by law.

SECTION 2. PLACE OF MEETING. Any Annual or Special Meeting of Members may be held at such place within or without the State as the Board Members of the Corporation may from time to time fix. In the event the Board Members shall fail to fix such place or time, or in the event members are entitled to call or convene a Special Meeting in accordance with law, then, in such event, such meeting shall be held at the principal office of the Corporation

SECTION 3. SPECIAL MEETINGS. Annual or Special Meetings of Members may be called by the Board Members or by any officer of the Corporation instructed to do so by the Board Members or at least twenty percent (20%) of the Members of the Corporation, except to the extent that directors may be required by law to call a meeting, and shall be called by the Secretary on behalf of the members, when required to do so by law.

SECTION 4. NOTICE OF MEETINGS. Written notice stating the place, day and hour of the meeting shall be given for all meetings. Such notice shall state the person or persons calling the meeting. Notice for an Annual Meeting shall state that the meeting is being called for the election of Board Members and for the transaction of such other business as may properly come before the meeting. Notices of Special Meeting shall state the purpose or purposes for which the meeting is called. At any Special Meeting, only the business stated in the Notice of Meeting may be transacted thereat. Notice of Meeting shall be given either personally, electronically, through the Newsletter or by first class mail not less than 5 days nor more than 60 days before the date of the meeting, to each member at his address recorded on the records of the Corporation, or at such other address which the member may have furnished in writing to the Secretary of the Corporation. Notice shall be deemed to have been given when deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United States Post Office. Any meeting of members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned. In the event the Board Members fix a new record date for an adjourned meeting, a new notice shall be given, in the same manner as herein provided. No notice need be given to any member who executes and delivers a Waiver of Notice

before or after the meeting. The attendance of a member in person or by proxy at the meeting without protesting the lack of notice of a meeting, shall constitute a waiver of notice by such member.

SECTION 5. LIST OF MEMBERS. At every meeting of members, there shall be presented a list or record of members as of the record date, certified by the officer responsible for its preparation, and upon request therefore, any member who has given written notice to the Corporation, which request shall be made at least 10 days prior to such meeting, shall have the right to inspect such list or record at the meeting. Such list shall be evidence of the right of the persons to vote at such meeting, and all persons who appear on such list or record to be members may vote at such meeting.

SECTION 6. PROXIES. Every member may authorize another person to act for him by proxy in all matters in which a member may participate, including waiving notice of any meeting, voting or participating in a meeting, or expressing consent or dissent without a meeting. Every proxy shall be signed by the member or his attorney in fact, and shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. Except as otherwise provided by law, no proxy shall be valid after the expiration of eleven months from its date.

SECTION 7. MEETING INSPECTOR. The Board Members may, but need not, appoint one or more inspectors to act at any meeting or any adjournment thereof. If inspectors are not appointed, the presiding officer of the meeting may, but need not, appoint inspectors. Each appointed inspector shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his ability. The inspectors shall determine the number of memberships outstanding, the voting power of each, the number of memberships represented at the meeting, the existence of a quorum, and the validity and effect of proxies. The inspectors shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result and do such acts as are proper to conduct the election or vote of all members. The inspectors shall make a report in writing of all matters determined by them with respect to such meeting.

SECTION 8. VOTING OF SHARES; QUORUM. Except as provided by law, the members entitled to cast a majority of the total number of votes entitled to be cast at the meeting, shall constitute a quorum at a meeting of members for the transaction of any business. The members present may adjourn the meeting despite the absence of a quorum. Each membership shall entitle the holder thereof to one vote. In the election of directors, a plurality of the votes cast shall elect. Except to the extent provided by law, all other action shall be by a majority of the votes cast, provided that the majority of the affirmative votes cast shall be at least equal to a quorum. Whenever the vote of members is required or permitted, such action may be taken without a meeting on the written consent setting forth the action taken signed by all the members entitled to vote.

SECTION 9. MANNER OF DETERMINING MEMBER=S ELIGIBILITY TO NOTICE, VOTE. The Board Members of the Corporation shall fix a record date for the purpose of determining members entitled to notice of, to vote, to express consent or dissent from any proposal without a meeting, to determine members entitled to receive distributions or allotment of rights, or for any other proper purpose. Such record date shall not be more than 50 days nor less than 10 days prior to the date of such meeting or consent or the date on which any distribution or allotment of rights, as the case may be, is to be made. In the event no record date is fixed, the record date for the

determination of members entitled to vote at a meeting of members shall be the close of business on the day next preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held. The record date for determining members for any purpose other than that specified in the preceding sentence shall be the close of business on the day on which the resolution of directors relating thereto is adopted. Establishment of a record date shall apply to any adjournment of any meeting, unless a new record date is fixed by the Board Members for such adjourned meeting.

SECTION 10. MEMBERSHIP CERTIFICATES. The Board Members may cause to be issued certificates, cards, nametags, crosses or other instruments permitted by law evidencing membership in the Corporation. Such membership certificate, card, nametag, cross or other instrument may be non-transferable, and a statement to that effect may be noted on the certificate, card, nametag or other instrument. Membership certificates, cards, nametags or other instruments, if issued, may bear the signatures or facsimile signatures of an officer or officers designated by the Board Members and may bear the seal of the Corporation or a facsimile thereof.

ARTICLE V

Board Members

SECTION 1. GENERAL and SPECIFIC POWERS. The affairs of the Corporation shall be managed by or under the direction of its Board Members. Specifically, the Board will be responsible for the setting of policy, guidelines and procedures of the Corporation and each Cursillo weekend. All Board Members who are presently serving or who have completed terms are expected to adhere to a high standard of confidentiality and accountability.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. The Board shall consist of ten (10) members, five (5) men and five (5) women and one (1) non-voting Spiritual Director and the Lay Director who will preside at all meetings and who will be an ex-officio member of the Board. The majority vote of the Board will govern any decisions except as specifically noted below. Each Board Member shall hold office until his or her term shall expire and until his or her successors shall have been elected and qualified by the Board Members then in office. The Board Member will serve in a three (3) year term in a staggered rotation. The initial Board Members and their terms are attached and made a part of these Bylaws. Board Members need not be residents of the State of Illinois. However, a Board Member must be a practicing Catholic; a past Rector / Rectora; and active in a group reunion. Each may serve no more than one (1) term of office, but may be reelected to the board after a period of one year following the expiration of his or her term of office. Serving the unexpired term of a vacated position on the board immediately preceding election for a term of three (3) years shall not be included in determining the number of consecutive terms authorized by this section. No decrease in the number of Board Members shall have the effect of shortening the term of an incumbent Board Member. Board Members will take office in August of the year of the election.

SECTION 3. ANNUAL MEETING. The annual meeting of the Board Members shall be the regularly scheduled meeting for the month of August each year.

SECTION 4. REGULAR MEETINGS. Board meetings will be opened and closed with prayer. Meetings will be held monthly or as determined by the Board. Board meetings are open to all. The

Board may go into Executive Session, during which the Board may discuss certain confidential matters, such as personnel issues, as deemed necessary by the Board.

SECTION 5. SPECIAL MEETINGS. Special meetings of the Board Members may be called by or at the request of the Lay Director or any two Board Members. The person or persons authorized to call special meetings of the board may fix any place as the place for holding any special meeting of the board called by them.

SECTION 6. NOTICE. Notice of any special meeting of the Board Members shall be given at least seven (7) days (except for removal of a Board Member, which requires 20 days notice) previous thereto either personally, by electronic means or by first class mail, to each Board Member at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Notice of any special meeting of the Board Members may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Board Member at any meeting shall constitute a waiver of notice of such meeting, except where a Board Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

SECTION 7. QUORUM. A majority of the Board Members then in office shall constitute a quorum for the transaction of business at any meeting of the Board Members, provided that if less than a majority of the Board Members are present at said meeting, a majority of the Board Members present may adjourn the meeting to another time without further notice.

SECTION 8. MANNER OF ACTING. The act of a majority of the Board Members present at a meeting at which a quorum is present shall be the act of the Board Members, unless the act of a greater number is required by statute, these bylaws, or the articles of incorporation. No Board Member may act by proxy on any matter.

SECTION 9. VACANCIES. Any vacancy occurring in the Board Members or any board position to be filled by reason of an increase in the number of Board Members shall be filled by the Board Members unless the articles of incorporation, a statute, or these bylaws provide that a vacancy or a board position so created shall be filled in some other manner, in which case such provision shall control. A Board Member elected or appointed, as the case may be, to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

SECTION 10. RESIGNATION AND REMOVAL OF BOARD MEMBERS. A Board Member may resign at any time upon written notice to the Board Members. A Board Member may be removed with or without cause, by the affirmative vote of a 2/3 vote of the Board Members then in office present and voting at a meeting of the board at which a quorum is present. If a Board Member misses three (3) or more consecutive board meetings, then he or she may be removed from the Board.

SECTION 11. INFORMAL ACTION BY BOARD MEMBERS. The authority of the Board Members may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the Board Members entitled to vote.

SECTION 12. COMPENSATION. The Board Members, shall receive no compensation for services to the Corporation as Board Members, officers or otherwise. However, upon approval of the board, the Board Members may be paid their expenses, if any, for service rendered to the Corporation or attendance at each meeting of the board. No such payment previously mentioned in this section shall preclude any Board Member from serving the Corporation in any other capacity and receiving reasonable compensation therefore.

SECTION 13. PRESUMPTION OF ASSENT. A Board Member of the Corporation who is present at a meeting of the Board Members at which action on any Corporation matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Board Member who voted in favor of such action.

SECTION 14. SPIRITUAL DIRECTOR. The Spiritual Director shall be nominated by the board and appointed by the Bishop of the Diocese of Springfield, Illinois. The Spiritual Director will attend Board meetings as advisor on spiritual matters, and should be available to consult with the Lay Director or the board for Spiritual guidance when needed. The Spiritual Director should be present, whenever possible, at all Cursillo weekends. The Spiritual Director shall be a non-voting member of the Board.

SECTION 15 CURSILLO TEAM. One member of the Board must be a member of each Cursillo team. This Board Member serves as the Board liaison and is the final authority on the application of Cursillo policies and procedures.

ARTICLE VI

Officers

SECTION 1. OFFICERS. The officers of the Corporation shall be a Lay Director, an Assistant Lay Director, a Secretary and a Treasurer and such other officers as may be elected or appointed by the Board Members. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board Members. All officers who are presently serving or who have completed terms are expected to adhere to the same high standard of confidentiality and accountability that is expected of each Board Member.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the Corporation, except the Lay Director, shall be appointed annually by the Board Members at the annual meeting of the Board Members. The Lay Director is appointed by the board for a term of two (2) years and will take office the following January. If the election of officers shall not be held at such meeting, such election shall

be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board Members. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not in and of itself create a contract with the Corporation.

SECTION 3. REMOVAL. Any officer elected or appointed by the Board Members may be removed by the Board Members whenever in board's judgment the best interests of the Corporation would be served.

SECTION 4. LAY DIRECTOR. The Lay Director is the principal executive officer of the Corporation. A candidate for the Lay Director, must be a practicing Catholic, a past Rector / Rectora, active in a group reunion, and a member of the Springfield, Illinois Diocese unless approved by the Bishop of the Diocese, and willing to uphold the by-laws. Subject to the direction and control of the Board Members, he/she shall be in charge of the business of the corporation; he/she shall see that the resolutions and directions of the Board Members are carried into effect, except in those instances in which that responsibility is specifically assigned to some other person by the Board Members; and, in general, he/she shall discharge all duties as may be prescribed by the Board Members from time to time. He or she shall preside as Chair at all meetings of the Board Members and shall be ex-officio member of all committees. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the Board Members or these bylaws, he/she may execute for the corporation any contracts, deeds, mortgages, bonds or other instruments which the Board Members has authorized to be executed, and he/she may accomplish such execution either under or without the seal of the corporation and either individually or with the Secretary, or any other officer thereunto authorized by the Board Members, according to the requirements of the form of the instrument. The Lay Director may be removed from office by a minimum of 2/3 vote of the complete Board. The Lay Director's specific duties will include the following:

- A. Prepare an agenda for Board meetings
- B. Oversee the activities and functions of all committees of the Board.
- C. Be the liaison to all committee Chairs, to the Board, Pastors, Diocese and other relevant organizations.
- D. Propose dates for future Cursillo weekends.
- E. Oversee development of the Cursillo newsletter.
- F. Oversee the closing of each Cursillo weekend.
- G. Propose new Rectors and Rectoras each year.
- H. Report to the Board the Corporation's prior activities at the following Board meeting.
- I. If the Lay Director is not a Board Member, he or she may vote to break a tie.
- J. May appoint or dismiss an Assistant Lay Director with the approval of the Board.
- K. If a vacancy occurs on the Board, the Lay Director will nominate a new Board Member with the approval of the Board.

SECTION 5. ASSISTANT LAY DIRECTOR. The Assistant Lay Director, in the absence of the Lay Director, shall preside at meetings of the Board Members. The Assistant Lay Director, must have the same qualifications as the Lay Director. The Assistant Lay Director will consult with the Lay

Director and perform these duties as directed by the Lay Director. The Assistant Lay Director will have no voting rights on the board unless serving in the absence of the Lay Director. The Assistant Lay Director cannot serve as a current Board Member.

SECTION 6. TREASURER. The Treasurer shall be the principal accounting and financial officer of the Corporation. He or she shall (a) have charge of and be responsible for the maintenance of adequate books of account for the Corporation; (b) have charge and custody of all funds and securities of the Corporation, and be responsible therefore, and for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Lay Director or by the Board Members. If required by the Board Members, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board Members shall determine.

SECTION 7. SECRETARY. The Secretary shall (a) record the minutes of the meetings of the Board Members in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be a custodian of the corporate records and of the seal of the Corporation; (d) keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and (e) perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Lay Director or by the Board Members.

SECTION 8. SALARIES. The officers shall receive no salary except reimbursement of expenses as approved by the Board.

ARTICLE VII

Committees, Commissions and Advisory Boards

SECTION 1. COMMITTEES. The Board Members, by resolution adopted by a majority of the Board Members in office, may designate one or more committees each of which will consist of one or more Board Members and such other persons as the Board Members designates. The committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board Members in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board Members, or any individual member, of any responsibility imposed upon it, him or her by law.

SECTION 2. COMMISSIONS OR ADVISORY BODIES. Commissions or advisory bodies not having and exercising the authority of the Board Members in the Corporation may be designated or created by the Board Members and shall consist of such person as the Board Members designates. A commission or advisory body mayor may not have directors as members, as the Board Members determines. The commission or advisory body may not act on behalf of the Corporation or bind it to any actions but may make recommendations to the Board Members or to the officers of the Corporation.

SECTION 3. TERM OF OFFICE. Each member of a committee, advisory board or commission shall continue as such until his or her successor is appointed, unless the committee,

advisory board or commission shall be sooner terminated, or unless such member be removed from such committee, advisory board or commission by the Board Members, or unless such member shall cease to qualify as a member thereof.

SECTION 4. CHAIR. One member of each committee, advisory board or commission shall be appointed Chair, to preside at each meeting of the committee.

SECTION 5. VACANCIES. Vacancies in the membership of any committee, advisory board or commission may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6. QUORUM. Unless otherwise provided in the resolution of the Board Members designating a committee, advisory board or commission, a majority of the whole committee, advisory board or commission shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee, advisory board or commission.

SECTION 7. RULES. Each committee, advisory board or commission may adopt rules for its own government not inconsistent with the articles of incorporation, these bylaws or with rules adopted by the Board Members.

SECTION 8. INFORMAL ACTION. The authority of a committee may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all the members entitled to vote.

ARTICLE VIII

Contracts, Checks, Deposits and Funds

SECTION 1. CONTRACTS. The Board Members may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board Members. In the absence of such determination by the Board Members, such instruments shall be signed by one of the following: Lay Director, Assistant Lay Director, the Treasurer, an Assistant Treasurer of the Corporation.

SECTION 3. DEPOSITS. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board Members may select.

SECTION 4. GIFTS. The Board Members may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE IX

Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board Members, and committees having any of the authority of the Board Members, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE X

Fiscal Year

The fiscal year of the Corporation shall end on December 31 of each year unless changed by resolution of the Board Members.

ARTICLE XI

Seal

The corporate seal, if one is adopted by the Board Members, shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Illinois." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced, provided that the affixing of the corporate seal to an instrument shall not give the instrument additional force or effect, or change the construction thereof, and the use of the corporate seal is not mandatory.

ARTICLE XII

Waiver of Notice

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or the bylaws of the Corporation, 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 equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

ARTICLE XIII

Indemnification

SECTION 1. INDEMNIFICATION IN ACTIONS OTHER THAN BY OR IN THE RIGHT OF THE CORPORATION. The Corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, 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 action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

SECTION 2. INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE CORPORATION. The Corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, 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, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

SECTION 3. RIGHT TO PAYMENT OF EXPENSES. To the extent that a director, officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

SECTION 4. DETERMINATION OF CONDUCT. Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 or 2 of this Article. Such determination shall be made (a) by the Board Members by a

majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

SECTION 5. PAYMENT OF EXPENSES IN ADVANCE. Expenses 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, as authorized by the Board Members in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article.

SECTION 6. INDEMNIFICATION NOT EXCLUSIVE. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, or vote of disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

SECTION 7. INSURANCE. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

SECTION 8. REFERENCES TO CORPORATION. For purposes of this Article, references to "the Corporation" shall include, in addition to the surviving Corporation, any merging Corporation (including any Corporation having merged with a merging Corporation) absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, employees or agents, so that any person who was a director, officer, employee or agent of such merging Corporation, or was serving at the request of such merging Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving Corporation as such person would have with respect to such merging Corporation if its separate existence had continued.

SECTION 9. OTHER REFERENCES. For purposes of this Article, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a director, officer, employee or agent of the Corporation which imposes duties on, or involves services by such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this Article.

ARTICLE XIV

Amendments

The power to alter, amend, or repeal these bylaws or adopt new bylaws shall be vested in the Board Members, unless otherwise provided in the articles of incorporation or these bylaws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. Notice of a proposed change in the bylaws must be presented at three (3) Board meetings prior to voting by the board, unless specifically waived by a majority of the Board Members. Any change requires a vote of two-thirds of the Board Members then in office. The bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the articles of incorporation.

ARTICLE XV

Dissolution

No director, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. Upon the dissolution of the Corporation or the winding up of its affairs and after all liabilities and obligations of the Corporation shall have been satisfied, or adequate provision shall have been made therefore, the assets of the Corporation shall be distributed to the another Cursillo organization that then qualifies as a tax exempt organization under the provisions of Section 501 (c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, and in the event said Cursillo organization does not so qualify, then the assets of the Corporation shall be distributed exclusively to an organization or organizations located within the State of Illinois, which would then qualify under the provisions of Section 501 (c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, and the selection of such organization or organizations and, if there be more than one such organization selected, the determination of the manner of allocating assets of the Corporation among such organizations, shall require the approval of two-thirds of the Board Members then in office.

Adopted: _____ , 2009