

**BYLAWS OF  
THE MOTHER OF DIVINE MERCY  
MEDICAL MISSION**

(a Texas Nonprofit Corporation)

**St. Laurence Catholic Church  
3100 Sweetwater Blvd., Sugar Land, Texas 77479**

## ARTICLE I: Purpose

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*Purpose.* The purpose for which the Corporation is organized is to operate exclusively for religious, charitable, and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax law (hereinafter referred to as the “Code”).

## ARTICLE II: Offices

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**2.1 *Offices.*** The Corporation may have such offices, either within or without the State of Texas, as the board of directors may determine or as the affairs of the Corporation may require from time to time.

## ARTICLE III: Members

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**3.1 *Members.*** The Corporation shall have no members.

## ARTICLE IV: Board of Directors

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**4.1 *General Powers.*** The affairs of the Corporation shall be managed by its board of directors. Such board may exercise all powers granted to the Corporation and do all lawful acts required by the affairs of the Corporation so long as the exercise of such powers and the doing of such acts are consistent with the Corporation’s prescribed purpose.

**4.2 *Number and Qualifications.*** The number of directors that shall constitute the board of directors shall be not less than three (3). The first board of directors shall consist of the number of directors named in the Articles of Incorporation. Thereafter, the number of directors shall be determined from time to time by resolution of the board of directors at any meeting thereof. All directors shall be practicing Catholic Christians in union with the Holy See. A director need not be a resident of the State of Texas.

**4.3 *Tenure.*** Each director shall hold office until the next election of directors held every three years, and thereafter until his or her successor shall have been elected and qualified (unless the board has determined to reduce the number of directors and has for this reason elected no successor to the director in question), or until his or her earlier death, resignation, retirement, disqualification, or removal from office. The members of the initial board of directors named in the Articles of Incorporation shall serve until the next election of directors and thereafter until their successors are elected by a vote of at least 75% of the incumbent directors and qualified, or until their earlier death, resignation, retirement, disqualification, or removal from office. A director may serve for more than one (1) term. A director may be removed from the board by the affirmative vote of 75% of the directors then serving.

**4.4 *Election.*** The directors for the ensuing three years shall be elected at a meeting of the board of the directors held for the purpose of conducting the election and for any other proper purpose. The election of directors shall be heard at a date, time, and place to be determined by the board. Any director whose term of office has expired may be elected to succeed himself or herself.

- 4.5 Special Elections. Special elections may be called by the president or the board of directors at any time to fill vacancies or to increase the membership of the board of directors and shall require an affirmative vote of at least 75% of directors.
- 4.6 Place of Election. The board of directors may designate any place, either within or without the State of Texas, as the place of meeting for any regular election or for any special election.
- 4.7 Regular Meetings. A regular annual meeting of the board of directors shall be held without other notice than this bylaw, immediately after, and at the same place as, the election of directors. The board of directors may provide by resolution the date, time, and place, either within or without the State of Texas, for the holding of additional regular meetings of the board without other notice than such resolution.
- 4.8 Special Meetings. Special meetings of the board of directors may be called by or at the written request of the president or any two (2) directors. The person or persons authorized to call special meetings of the board may fix any date, time, and place, either within or without the State of Texas for holding any special meeting of the board called by them.
- 4.9 Resignation. Each director shall have the right to resign at any time upon written notice thereof to the president or secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.
- 4.10 Vacancies. Any vacancy occurring in the board of directors shall be filled by the affirmative vote of at least 75% of the remaining directors (even though less than a quorum) unless the board has determined to reduce the number of directors and for this reason elects no successor. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.
- 4.11 Notice.
- (a) Method and Timing. Notice of any special meeting of the board of directors shall be given to each director at least fourteen (14) days prior to the meeting. Notice shall be given (i) by written notice delivered personally, (ii) by written notice sent by mail or email, to the director's mailing address or email address as shown by the records of the Corporation, or (iii) by telephone. 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. If delivered by email, such notice shall be deemed to be delivered when the email is sent, provided that the sender does not subsequently receive notice that the email transmission was not delivered to the designated email address. If delivered by telephone, such notice shall be deemed to be given at the time the telephone message shall reach and be communicated to a responsible individual at the phone number listed for a director's residence or place of business.
  - (b) Waiver. Any director may waive notice of any meeting by a written email or letter signed by the director, whether signed before or after the holding of such meeting, and such written waiver, when signed, shall be deemed the equivalent of the giving of such notice. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business thereat because such meeting is not lawfully called or convened.

(c) Business to be Transacted. The business to be transacted at any regular or special meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law.

- 4.12** Quorum. A majority of the total number of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. Directors present by proxy shall not be counted in determining whether a quorum is present at any meeting of the board. A director shall be considered present at any meeting of the board if during the meeting he or she is in telephone communication with the other directors participating in the meeting.
- 4.13** Manner of Acting. 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 statute, by the Articles of Incorporation, or by these bylaws.
- 4.14** Procedure: Minutes. At meetings of the board of directors, business shall be transacted in such order as the board of directors may determine from time to time. The board of directors shall appoint at each meeting a person to act as secretary of the meeting. The secretary of the meeting shall prepare minutes of the meeting which shall be delivered to the secretary of the Corporation to be placed in the minute books of the Corporation.
- 4.15** Action by Written Consent. Any action required by law to be taken at a meeting of 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. Such consent shall be placed in the minute book of the Corporation, and shall have the same force and effect as a unanimous vote of the directors taken at an actual meeting.
- 4.16** Validation of Actions by Consent. All actions taken at a meeting of the board of directors which is not regularly called or noticed shall be valid as if taken at a meeting regularly called and noticed if each director either consents in writing or is present at such meeting and does not object to the meeting being held. At such meeting any business may be transacted which is not excepted from the written consent or which is not objected to at such meeting for want of notice. If any meeting of the board of directors is irregular for want of notice, the proceedings of such meeting may be ratified, approved, and rendered valid, and the irregularity or defect therein waived, by a writing signed by all directors, provided a quorum was present at such meeting.
- 4.17** Proxies. Except as otherwise prohibited herein, a director may vote by proxy at any meeting of the board of directors if the proxy is executed in writing by that director. Each such proxy shall be revocable unless expressly provided therein to be irrevocable or otherwise made irrevocable by law.

## ARTICLE V: Officers

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- 5.1 *Officers.*** The officers of the Corporation shall be chosen by the board of directors and shall consist of a president, one (1) or more vice-presidents (the number thereof to be determined by the board of directors), a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint such other officers, including one (1) or more assistant secretaries and one (1) or more assistant treasurers, for such terms as it shall seem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two (2) or more offices may be held by the same person, except the offices of president and secretary.
- 5.2 *Election and Term of Office.*** The officers of the Corporation shall be elected every three years by the directors at the regular meeting of the board. If the election of officers shall not be held at such a meeting, such election shall be held as soon thereafter as possible. New offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until his or her successor, if any, shall have been duly elected and qualified or until his or her earlier death, resignation, retirement, disqualification, or removal from office.
- 5.3 *Removal.*** Any officer elected or appointed by the board of directors may be removed by the board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer shall not of itself create any contract rights in such officer unless otherwise provided in the Articles of Incorporation or these bylaws.
- 5.4 *Vacancies.*** A vacancy occurring in any office due to death, resignation, removal, disqualification, or other cause, may be filled by the board of directors for the unexpired portion of the term of office left vacant.
- 5.5 *President.*** The president shall place into operation such policies as shall be decided upon by the board of directors and communicated to the president. The president shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the affairs of the Corporation. The president may, at the option of the board, preside at all meetings of the board of directors. The president may sign, with the secretary or any other proper officer of the Corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments that the board of directors has authorized, generally or specifically, to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors, by these bylaws, or by statute, to some other officer or agent of the Corporation; and, in general, the president shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.
- 5.6 *Vice-President.*** In the absence of the president or in the event of the president's inability or refusal to act, the vice-president, or in the event there be more than one vice-president designated by the board, shall perform the duties of the president, and, when so acting, shall have all the powers of and be subject to all the restrictions on the president. Any vice-president shall perform other such duties as from time to time may be assigned to him or her by the president or by the board of directors.

- 5.7 Treasurer.** If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and in such surety or sureties as the board of directors shall determine. The treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors; and (c) in general, perform all 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 president or by the board of directors. In addition to fulfilling the foregoing duties, the treasurer shall render to the president and the board of directors, at the regular meeting of the board, or when the board so requires, an account of all of his or her transactions as treasurer and of the financial condition of the Corporation.
- 5.8 Secretary.** The secretary shall: (a) keep the minutes of the meetings of the board of directors 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 custodian of the corporate records and of the seal, if any, of the Corporation; and (d) in general, 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 president or by the board of directors.
- 5.9 Assistant Treasurers and Assistant Secretaries.** If required by the board of directors, the assistant treasurers, if any, shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors shall determine. The assistant treasurers and assistant secretaries, if any, shall perform such duties as shall be assigned to them by the treasurer or the secretary or by the president or the board of directors.
- 5.10 Compensation of Officers.** The salaries, if any, of all officers of the Corporation shall be fixed by a written resolution duly adopted by the board of directors.

## ARTICLE VI: Miscellaneous

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- 6.1 Contracts.** The board of directors may authorize any officer or officers, or 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.
- 6.2 Checks, Drafts, or Orders for Payment.** All checks, drafts, or 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, or agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the president of the Corporation.
- 6.3 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 of directors may select.
- 6.4 Acceptance of Gifts.** The board of directors or the president 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 and may give appropriate receipt therefore.

- 6.5 Exempt Activities.** Notwithstanding any other provision of these bylaws, no director, officer, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation that is not permitted to be taken or carried on by an organization exempt from federal income tax under sections 501(a) and 501(c)(3) of the Code, and its regulations, as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under section 170(a)(1) of the Code and its regulations, as they now exist or as they may hereafter be amended, by virtue of being charitable contributions as defined in section 170(c)(2) of the Code and its regulations, as they now exist or as they may be hereafter be amended.
- 6.6 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 board of directors and committees having any authority of the board of directors.
- 6.7 Fiscal Year.** The fiscal year of the Corporation shall be as designated by the board of directors or, if not designated by the directors, shall end on December 31 of each year.
- 6.8 Corporate Seal.** The seal, if any, of the Corporation shall be in such form as may be approved from time to time by the board of directors. If the board of directors approves a seal, the affixation of such seal shall not be required to create a valid and binding obligation against the Corporation.

## ARTICE VII: Conflict of Interest Policy

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- 7.1 Purpose of Policy.** The purpose of the conflicts of interest policy is to protect the Corporation's 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. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.
- 7.2 Definitions.** The following definitions shall apply in this Article VII.
- (a) **Interested Person.** Any director, principal officer, or member of a committee with board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.
  - (b) **Financial Interest.** A person has financial interest if the person has, directly or indirectly, through business, investment or family; (i) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or (ii) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or (iii) 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 substantial in nature. A financial interest is not necessarily a conflict of interest. Under Section 7.3(b) of this Article, a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

### 7.3 Procedures.

- (a) Duty to Disclose. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the directors and members of committees with 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 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.
  - (i) An interested person may make a presentation at the board or committee meeting, but after such presentation he/she shall leave the meeting during the discussion of, and the vote on, transaction or arrangement that results in the conflict of interest.
  - (ii) The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - (iii) After exercising due diligence, the board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
  - (iv) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that that would not give rise to a conflict of interest, the 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 and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.
- (d) Violations of the Conflicts of Interest Policy.
  - (i) If the board or committee has reasonable cause to believe that 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.
  - (ii) If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**7.4 Records of Proceedings.** The minutes of the 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 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 therewith.

**7.5 Compensation.**

- (a) A voting member of the board of directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- (b) A voting member of the board of directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from discussing and voting on matters pertaining to that member's compensation, although the member is not prohibited from providing information to the board of directors regarding the compensation.
- (c) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

**7.6 Annual Statements.** Each director, principal officer and member of a committee with board-delegated powers shall annually sign a statement which affirms that 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 that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**7.7 Periodic Reviews.** To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.
- (b) Whether partnership and joint venture arrangements are properly recorded, reflect reasonable terms, further the Corporation's charitable purposes, and do not result in inurement or impermissible private benefit.

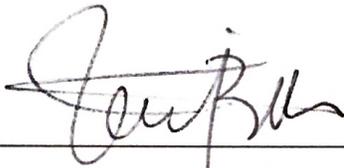
7.8 *Use of Outside Experts.* In conducting the periodic reviews provided for in Section 7.7 of this Article, the Corporation may, but need not, use outside advisors. If outside experts are used their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

ARTICLE VIII: Amendments

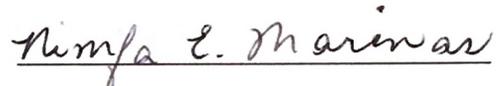
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8.1 *Power to Amend Bylaws.* The bylaws of the Corporation may be amended, repealed, or added to, or new bylaws may be adopted, by a vote of at least 75% of the board of directors then serving.

Signed by the Board of Directors, effective as of March 26<sup>th</sup>, 2021.



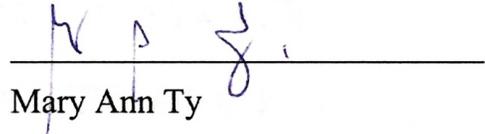
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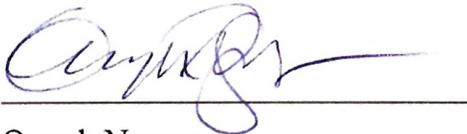
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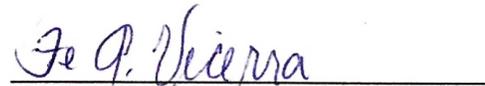
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