BYLAWS OF CATHOLIC PROJECT FUND

A Washington Nonprofit Corporation

ARTICLE I — NAME AND PURPOSE

Section 1. Name

The name of this corporation is **Catholic Project Fund** (the "Corporation").

Section 2. Purpose

The Corporation is organized exclusively for charitable, religious, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

The primary purpose of the Corporation is to:

- Facilitate donations and funding for Catholic-affiliated projects, missions, and charitable initiatives worldwide
- Support religious, humanitarian, and community development efforts aligned with Catholic values
- Provide a platform for donors to contribute to approved projects

Section 3. Nonprofit Status

The Corporation shall operate as a nonprofit organization and shall not be conducted for profit. No part of the net earnings shall inure to the benefit of any private individual.

ARTICLE II — OFFICES

Section 1. Principal Office

The principal office shall be located in the State of Washington.

Section 2. Additional Offices

The Corporation may establish additional offices as determined by the Board of Directors.

ARTICLE III — MEMBERSHIP

Section 1. No Members

The Corporation shall have no voting members. All corporate powers shall be exercised by or under the authority of the Board of Directors.

ARTICLE IV — BOARD OF DIRECTORS

Section 1. Authority

The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number and Qualifications

The Corporation shall have no fewer than three (3) Directors. Directors must support the mission of the Corporation.

Section 3. Term

Directors shall serve a term of two (2) years and may be re-elected without limitation.

Section 4. Resignation

A Director may resign at any time by written notice.

Section 5. Removal

A Director may be removed, with or without cause, by a majority vote of the Board.

Section 6. Vacancies

Vacancies may be filled by a majority vote of the remaining Directors.

ARTICLE V — MEETINGS OF THE BOARD

Section 1. Annual Meeting

An annual meeting shall be held at a time and place designated by the Board.

Section 2. Regular Meetings

Regular meetings may be held as determined by the Board.

Section 3. Special Meetings

Special meetings may be called by the President or any two Directors.

Section 4. Notice

Notice of meetings shall be given at least two (2) days prior.

Section 5. Quorum

A majority of Directors shall constitute a quorum.

Section 6. Voting

Each Director shall have one vote. Actions are approved by a majority vote of those present.

Section 7. Remote Meetings

Meetings may be conducted via electronic means (e.g., video conference).

ARTICLE VI — OFFICERS

Section 1. Officers

The Corporation shall have the following officers:

- President
- Secretary
- Treasurer

Section 2. Duties

President:

- Serves as chief executive officer
- Presides over meetings
- Oversees operations

Secretary:

- Maintains records and minutes
- Provides notices

Treasurer:

- Oversees financial matters
- Maintains financial records
- Ensures proper reporting

Section 3. Election and Term

Officers shall be elected by the Board and serve one (1) year terms.

Section 4. Removal

Officers may be removed by the Board at any time.

ARTICLE VII — COMMITTEES

The Board may establish committees as necessary, including advisory or project review committees.

ARTICLE VIII — CONFLICT OF INTEREST

The Corporation shall adopt and maintain a conflict of interest policy in compliance with IRS requirements. Any Director with a financial interest must disclose such interest and abstain from voting.

ARTICLE IX — FINANCIAL MANAGEMENT

Section 1. Fiscal Year

The fiscal year shall be determined by the Board.

Section 2. Use of Funds

All funds shall be used exclusively for charitable purposes.

Section 3. Compensation

No Director shall receive compensation for board service, except reasonable reimbursement for expenses.

ARTICLE X — INDEMNIFICATION

To the fullest extent permitted under Washington law, the Corporation shall indemnify its Directors and officers against liabilities incurred in connection with their duties.

ARTICLE XI — AMENDMENTS

These bylaws may be amended by a majority vote of the Board of Directors.

ARTICLE XII — DISSOLUTION

Upon dissolution, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3), or to the federal, state, or local government for public purposes.

No assets shall be distributed to any private individual.

ARTICLE XIII — RELIGIOUS CHARACTER

The Corporation shall operate in a manner consistent with the teachings and values of the Catholic Church. However, the Corporation operates independently unless formally affiliated with an official Catholic entity.

CERTIFICATION

These bylaws were adopted by the Board of Directors of Catholic Project Fund on April 15, 2026.

President: Thien Pham

Secretary: Thien Pham

Date: April 15, 2026