Exhibit F

Amended and Restated Caritas bylaws (May 22, 2008)

May 22, 2008

EIGHTH AMENDED
RESTATED BYLAWS OF CARITAS CHRISTI

Article I

Name and Purpose

Section 1. Name: The name of this Corporation shall be Caritas Christi, a charitable organization organized in accordance with the provisions of Massachusetts General Laws, Chapter 180.

Section 2. Purposes: The purposes of this Corporation shall be:

(a) To fulfill the health care mission of the Roman Catholic Church all in accordance with the teachings of the Roman Catholic Church as enunciated by the Holy Father and the Bishops in communion with him; more specifically this Corporation shall, in all such matters, rely upon and support the teaching authority of the Roman Catholic Archbishop of Boston (the "Archbishop");

(b) To facilitate and coordinate the activities of Catholic health care institutions and health related organizations; and

(c) To perform all other activities permitted Corporations organized under the General Laws of Massachusetts to the extent such activities are permitted by organizations which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under Sections 170(c)(2), 2055 (a)(2) and 2522 (a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), including the making of distributions for charitable, religious, educational, literary and scientific purposes to organizations which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under Sections 170(c)(2), 2055 (a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Code).

Section 3. Powers: In furtherance of the aforementioned corporate purposes, Caritas Christi hereby adopts in accordance with the provisions of Massachusetts General Laws, Chapter 180, Section 6 the following powers:

(a) to purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated;

(b) to sell convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in, all or any of its property, or any interest therein, wherever situated;

(c) to purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities;

(d) to make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein wherever situated;

(e) to lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(f) to do business, carry on its operations and have offices and powers granted by Chapter 180 in any jurisdiction within or without the United States;

(g) to make donations, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, educational, literary, scientific, civic or similar purposes, and in time of war or other national emergency in aid thereof;

(h) to pay pensions, establish and carry out pension, profit sharing, savings, thrift and other retirement, incentive and benefit plans, trusts and provisions for any or all of its directors, governors, officers and employees, and for any or all of the directors, officers and employees of any entity which is owned or controlled either directly or indirectly, by it;

(i) to participate as a subscriber in the exchanging of insurance contracts specified in Section 94B of Chapter 175 of the General Laws of Massachusetts;

(j) to be an incorporator of other corporations of any type or kind, or to be a partner, member or participant of any partnership, limited liability company, joint venture or other entity of any type; and

(k) to have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is formed; provided that no such power shall be exercised in a manner inconsistent with Chapter 180 or the General Laws of Massachusetts.

This Corporation shall not carry on any activity or exercise any of the above-noted powers not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Internal Revenue Code of 1986, as amended.

This Corporation is organized exclusively for charitable, scientific, educational, literary and religious purposes as a non-profit corporation, and its activities shall be conducted for the aforesaid purposes in such a manner that no part of its net earnings will inure to the benefit of any director, officer or individual. It shall not be its purpose to engage in carrying on propaganda or otherwise attempting to influence legislation.

At all times this Corporation shall be operated in accordance with the Canon Law of the Roman Catholic Church and the teachings of the Roman Catholic Church as enunciated by the Holy Father and the Bishops in communion with him; and more specifically, in this regard, the Corporation shall, in all such matters, rely upon and defer to the teaching authority of the Archbishop.

Section 4. Principal Office: The principal office of the Corporation shall be at 736 Cambridge Street, Boston, Massachusetts 02135; in addition, the Corporation may have such other offices within or without the Commonwealth of Massachusetts as the Board of Governors may from time to time determine.

Section 5. Dissolution: At such time as it desires to close its affairs and upon vote of a two-thirds (2/3) majority of the Board of Governors of the Corporation then in office and subject to the provisions of Article II, Section 12(a)(iii) of these Bylaws, a petition for dissolution of the Corporation shall be filed in accordance with applicable provisions of law. Upon dissolution of the Corporation, all assets of the Corporation, including but not limited to the real and personal property of the Corporation shall be conveyed to a corporation exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

May 22, 2008

Article II

Board of Governors

Section 1. Composition, Number: The Board of Governors shall consist of up to sixteen (16) individuals selected as set forth below and the President and Chief Executive Officer, ex-officio.

(a) At each Annual Meeting of the Corporation, the Board of Governors will elect up to four (4) Governors to serve terms of three (3) years to replace those Governors whose terms have expired.

i) Individuals may be elected as Governors for three (3) successive terms. After three (3) successive terms, an individual shall be ineligible for reelection for a period of one (1) year.

(ii) The Governors at any Special or Annual Meeting may elect an individual to complete the unexpired term of any elected Governor who died, resigned, or was removed prior to expiration of his or her term or to complete the unexpired portion of any elected Governor term not filled at any Special or Annual Meeting. The Governors may choose not to fill any elected vacancy on the Board of Governors so long as the total number of Governors holding office at any time is at least seven (7) in number, including elected, appointed and ex-officio Governors.

(b) The Archbishop may appoint three (3) individuals to be members of the Board of Governors for terms of up to three (3) years.

(i) Such individuals may be appointed for successive terms by the Archbishop; provided, however, that after three (3) successive terms, an individual shall be ineligible for reappointment for a period of one (1) year.

(ii) The Archbishop may at any time appoint an individual to complete the unexpired term of any such appointed Governor who died, resigned or was removed prior to expiration of his or her term. The Archbishop may choose not to fill any appointed vacancy on the Board of Governors so long as the number of Governors holding office at any time is at least seven (7) in number, including elected, appointed and ex-officio Governors.

(c) The Dominican Sisters of the Presentation may appoint one individual to be a member of the Board of Governors for a term of up to three (3) years.

(i) Such individual may be appointed for three (3) successive terms. After three (3) successive terms, such individual shall be ineligible for re-appointment for a period of one (1) year.

(ii) The Dominican Sisters of the Presentation may, at any time, appoint an individual to complete the unexpired term of any such Governor who died, resigned or was removed prior to expiration of his or her term.

(d) Notwithstanding anything contained in these Bylaws to the contrary, no person, other than the President and Chief Executive Officer of the Corporation, shall be entitled to serve concurrently as a member of the Board of Governors and as a trustee of a Caritas Christi hospital.

Section 2. Tenure: Each Governor shall hold office until the expiration of the term of his or her election or appointment and (unless the electing or appointing authority determines not to fill this seat) his or her successor is duly elected and qualified or until he or she sooner dies, resigns or is removed. Any Governor may resign at any time by giving notice in writing to the President and Chief Executive Officer or the Secretary. Any elected Governor may be removed, with or without cause, at any time by vote of a two-thirds (2/3) majority of the Board of Governors then in office, and may be removed by the Archbishop at any time for grave scandal as determined in the sole discretion of the Archbishop, after consultation with the Board of Governors. Any appointed Governor may be removed, with or without cause, at any time by the Archbishop.

Section 3. General Powers: The policy making powers of the Corporation shall be vested in the Board of Governors, subject to the provisions of Section 12 of this Article II; the Board of Governors shall have charge, control, and management of the policies, property, affairs and funds of the Corporation and shall have the authority to do and perform all acts or functions not inconsistent with these Bylaws or the Corporation's Articles of Organization.

Section 4. Regular Meetings: Regular meetings of the Board of Governors may be held at any time, but no less than quarterly and at any place when called by the Chair of the Board, the Secretary, or by three (3) or more Governors, notice thereof being given to each Governor in accordance with Section 8(a) below.

Section 5. Special Meetings: Special meetings of the Board of Governors may be held at any time. Special meetings of the Board of Governors may be called by the Chair of the Board, or by the President and Chief Executive Officer, and shall be called by the Secretary, or in the case of the death, absence, incapacity or refusal of the Secretary, by any other officer, upon written

application of three (3) or more Governors entitled to vote thereat.

Section 6. Annual Meeting: The Annual Meeting of the Corporation shall be held by the Board of Governors on the second Tuesday in December of each year. In the event the Annual Meeting is not held on that date, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting.

Section 7. Quorum: At any meeting of the Governors, a majority of the Governors then in office shall constitute a quorum.

Section 8. Notice, Location:

(a) Notice of all meetings of the Governors specifying the time and place of the meeting shall be mailed to each Governor at least seven (7) days prior to the date fixed for the meeting, deposited with an overnight courier service at least three (3) days prior the date fixed for the meeting, or given in hand, by telephone, by fax or by E-mail at least twenty-four (24) hours prior to the date and time fixed for the meeting, except that notice need not be given to any Governor if a written waiver of notice, executed by the Governor before or after the meeting, is filed with the records of the meeting or to any Governor who attends the meeting without protesting at its commencement the lack of notice to him or her. Notice of meetings need not state the nature of the business to be taken up at such meeting.

(b) All meetings of the Governors shall be held at the principal office of the Corporation, unless otherwise directed by the Chairman, the Vice Chairman, or the President and Chief Executive Officer. Meetings of the Governors can be held within or without The Commonwealth of Massachusetts.

Section 9. Voting: Each Governor, including elected, appointed and ex-officio Governors, shall have one (1) vote on any question. When a quorum is present at any meeting of the Governors, a majority of the votes properly cast by the Governors present shall decide any question, unless otherwise provided by law, the Articles of Organization or these Bylaws.

Section 10. Meeting by Conference Telephone: Members of the Board of Governors may participate in a meeting by means of a conference telephone or similar communication equipment so that all persons participating in the meeting can hear each other at the same time. Participation in meetings by these means constitutes presence of the person at the meeting.

Section 11. Action Without a Meeting: Any action required or permitted to be taken may be taken without a meeting if all those entitled to vote consent in writing and if the written consents are filed with the records of the Corporation. Such consents shall be treated for all purposes as a vote at a meeting.

Section 12. Approval of the Archbishop:

(a) Notwithstanding any provision contained in these Bylaws to the contrary, the following actions shall require the prior written approval by or on behalf of the Archbishop:

(i) to dissolve or liquidate the Corporation;

(ii) to approve a sale, merger or consolidation of the Corporation, or any sale, transfer or other disposition of all or any substantial portion of the real and personal property of the Corporation;

(iii) to approve the exercise of the following powers the Corporation may have (including without limitation, voting powers) as a Member or stockholder of any other corporation or as a participant in any partnership, joint venture or other entity;

(1) to dissolve or liquidate such corporation, partnership, joint venture or other entity;

(2) to approve a sale, merger or consolidation of such corporation, partnership, joint venture or other entity, or any sale, transfer or other disposition of all or any substantial portion of the real and personal property thereof;

(3) to exercise or approve the exercise of any powers such corporation, partnership, joint venture, or other entity may have as a member, shareholder, partner, or participant in any other entity with regard to a power which if undertaken by such corporation, partnership, joint venture or other entity would require the approval of the Archbishop.

(b) Notwithstanding any provision contained in these Bylaws to the contrary, the following actions shall require the approval of the Archbishop that the action is consistent with the Corporation's Catholic identity:

(i) to change the philosophy, objectives and purposes of the Corporation or its ethical and religious standards;

(ii) to approve any relationship whereby the Corporation, directly or indirectly, owns, controls or is controlled by another entity;

(iii) to approve the exercise of the following powers the Corporation may have (including without limitation, voting powers) as a Member or stockholder of any other corporation or as a participant in any partnership, joint venture or other entity;

(1) to change the philosophy, objectives or the purposes of such corporation, partnership, joint venture or other entity, or its ethical or religious standards;

(2) to approve any relationship whereby such corporation, partnership, joint venture or other entity, directly or indirectly, owns, controls or is controlled by another entity.

Section 13. Committees:

(a) There shall be the following standing committees of the Board of Governors appointed by the Board of Governors:

(i) EXECUTIVE COMMITTEE

(1) Except as set forth in Section 13(a)(i)(2) of this Article II, the Executive Committee shall have the power to transact all regular business of the Board of Governors between meetings of the Board of Governors, provided that any action taken shall not conflict with the policies and expressed wishes of the Board of Governors, and that it shall refer to the full Board of Governors for action all matters of major importance.

(2) The Executive Committee shall not have the power to: elect officers or Governors; fill officer or Board of Governors vacancies; remove or suspend officers or Governors from office; change the number of Governors; amend the Corporation's Articles of Organization or By-Laws; hire, terminate or establish the compensation of the President and Chief Executive Officer; approve the Corporation's annual budget; select the independent auditor for the Corporation; change the principal office of the Corporation; authorize a sale, lease, exchange, or other disposition of all or substantially all of the assets of the Corporation; authorize a merger or consolidation of the Corporation; authorize dissolution of the Corporation; or to initiate a bankruptcy proceeding.

(3) The Executive Committee shall maintain a written record of its work and

report in writing to the full Board of Governors as to any action it takes.

(4) The Executive Committee shall meet from time to time upon the call of the Chair of the Board.

(5) The Executive Committee shall be comprised of the Chair of the Board, ex officio, the President and Chief Executive Officer of the Corporation, ex officio, and up to five (5) additional members of the Board of Governors appointed by the Board of Governors.

(ii) FINANCE COMMITTEE

(1) The Finance Committee shall be responsible for recommending an annual operating budget and a capital budget to the Board of Governors, overseeing implementation of the capital and operating budgets, reviewing internal controls, and monitoring financial trends. The Finance Committee shall make regular reports and recommendations to the Board of Governors. At least annually the Finance Committee shall meet with the outside auditor or auditors of the Corporation in the absence of all members of the Finance Committee that are employees of the Corporation or any of its affiliated entities.

(2) The Finance Committee shall meet in advance of each meeting of the Board of Governors. To the extent possible, the meetings of the Finance Committee shall be scheduled so as to precede in close proximity the scheduled meetings of the Board of Governors.

(3) The Finance Committee shall be comprised of the Treasurer of the Corporation, ex-officio, at least three (3) members of the Board of Governors appointed by the Board of Governors, the President and Chief Executive Officer of the Corporation, ex officio, the Chief Financial Officer of the Corporation, ex-officio, and up to four (4) additional members appointed by the Board of Governors, provided that at all times a majority of the Finance Committee shall consist of members of the Board of Governors. In addition, the Board of Governors may appoint such other individuals as they deem appropriate to serve as advisors to the Finance Committee. Individuals appointed to the Finance Committee as advisors shall not have the right to vote and shall not be counted towards a quorum.

(iii) AUDIT COMMITTEE

(1) The Audit Committee shall be responsible for making recommendations to the Board of Governors regarding: (i) the selection, retention, terms of engagement, including compensation, and termination of the Corporation's outside auditor or auditors; (ii) policies relating to non-audit services provided by the outside auditor or auditors; (iii) other aspects of the outside auditor's or auditors' relationship with the Corporation that might affect his or her or their independence; (iv) engaging the outside auditor or auditors to perform non-audit services and (v) oversight of the Form 990/Form PC reporting process. The Audit Committee shall be responsible for reviewing and reporting to the Board of Governors on the effectiveness of the Corporation's financial disclosures, internal controls and confidential reporting mechanisms. The Audit Committee shall have the authority to oversee and coordinate the work of the outside auditor or auditors responsible for preparing the annual financial statements of the Corporation. The Audit Committee shall supervise the work of the Internal Auditor who shall, in turn, report to the Audit Committee. The annual financial statements of the Corporation prepared by the outside auditor or auditors engaged by the Corporation shall be reviewed and approved by the Audit Committee prior to being submitted to the Board of Governors for final approval.

(2) The Audit Committee shall meet at least quarterly. In addition, the Audit Committee shall meet at least annually with the outside auditor or auditors in the absence of members of the Audit Committee who are employees of the Corporation and/or any of its affiliated entities.

(3) The Audit Committee shall be comprised of at least two (2) members of the Board of Governors appointed by the Board of Governors who are not officers or employees of the Corporation, and at least one (1) additional member, who may be a member of the Board of Governors, but shall not be an officer or employee of the Corporation, appointed by the Board of Governors. The maximum size of the Audit Committee shall be five (5) members. In addition, the Board of Governors may appoint such other individuals as they deem appropriate to serve as advisors to the Audit Committee. Individuals appointed to the Audit Committee as advisors shall not have the right to vote and shall not be counted towards a quorum.

(iv) COMPLIANCE COMMITTEE

(1) The Compliance Committee shall be responsible for overseeing the planning, implementation and periodic review of the Corporation's compliance program. The Compliance Committee shall make an annual report and associated recommendation regarding compliance matters to the Board of Governors. In addition, the Compliance Committee shall bring to immediate attention of the Board of Governors any compliance matter that may result in any form of criminal or civil penalty against the Corporation, its officers or members of the Board of Governors.

(2) The Compliance Committee shall meet at least quarterly.

(3) The Compliance Committee shall be comprised of at least one (1) member of the Board of Governors appointed by the Board of Governors who is not an officer of the Corporation, and up to four (4) additional members, who may be members of the Board of Governors, appointed by the Board of Governors. The maximum size of the Compliance Committee shall be five (5) members. In addition, the Board of Governors may appoint such other individuals as they deem appropriate to serve as advisors to the Compliance Committee. Individuals appointed to the Compliance Committee as advisors shall not have the right to vote and shall not be counted towards a quorum.

(v) NOMINATING AND GOVERNANCE COMMITTEE

(1) The Nominating and Governance Committee shall annually submit to the Board of Governors recommendations for: (i) the Board of Governors of the Corporation;(ii) the Board of Trustees or Directors of any entity with respect to which the Corporation has the right to recommend, appoint or elect members to the Board of Trustees or Directors; and (iii) the Officers of the Corporation and the Officers of any entity with respect to which the Corporation has the right to recommend, appoint or elect Officers.

(2) In addition, the Nominating and Governance Committee shall be responsible for education and training to assist Governors in fulfilling their fiduciary responsibilities and for monitoring the governance practices and performance of the Board of Governors and reporting on the same to the Board of Governors.

(3) The Nominating and Governance Committee shall meet as frequently as

required, but at least annually.

(4) The Nominating and Governance Committee shall be comprised of the Chair of the Board, ex officio, the President and Chief Executive Officer of the Corporation, ex-officio, at least two (2) members of the Board of Governors, appointed by the Board of Governors and up to one (1) additional member, who need not be a member of the Board of Governors, appointed by the Board of Governors. The maximum size of the Nominating and Governance Committee, including ex-officio members, shall be five (5) members.

(vi) MISSION/CATHOLIC IDENTITY COMMITTEE

(1) The Mission/Catholic Identity Committee shall be responsible for promoting the understanding and implementation of the mission and philosophy of the Corporation and its affiliated entities with Gospel values as expressed in the traditions and teachings of the Roman Catholic Church.

(2) The Mission/Catholic Identity Committee shall meet at least semi-annually.

(3) The Mission/Catholic Identity Committee shall be comprised of at least two (2) members of the Board of Governors appointed by the Board of Governors, the President and Chief Executive Officer of the Corporation, ex-officio, and up to six (6) additional members appointed by the Board of Governors. In addition, the Board of Governors may appoint such other individuals as they deem appropriate to serve as advisors to the Mission/Catholic Identity Committee. Individuals appointed to the Mission/Catholic Identity Committee as advisors shall not have the right to vote and shall not be counted towards a quorum.

(vii) COMPENSATION AND HUMAN RESOURCES COMMITTEE

(1) The Compensation and Human Resources Committee shall be responsible for developing, reviewing and recommending to the Board of Governors an annual compensation plan for high ranking management personnel and for employed physicians within the Caritas Christi system, a conflict of interest policy and code of ethics, and policies regarding other human resource matters. The Compensation and Human Resources Committee shall evaluate and make a recommendation to the Board of Governors regarding any transaction with a "disqualified person" who may be

engaged in an "excess benefit transaction" as defined by the Internal Revenue Service. Every member of the Compensation and Human Resources Committee shall recuse themselves from any discussion or matters concerning, directly or indirectly, his or her compensation arrangement.

(2) The Compensation and Human Resources Committee shall meet as frequently as required, but no less than annually. The Compensation and Human Resources Committee shall meet at least once with the Finance Committee prior to the Finance Committee recommending to the Board of Governors the annual operating and capital budgets, for the purpose of reviewing various compensation matters and their impact on the annual operating and capital budgets for the Corporation.

(3) The Compensation and Human Resources Committee shall be comprised of President and Chief Executive Officer of the Corporation, ex-officio, at least two (2) members of the Board of Governors who are not officers of the Corporation, and up to five (5) additional members appointed by the Board of Governors. In addition, the Board of Governors may appoint such other individuals as they deem appropriate to serve as advisors to the Compensation and Human Resources Committee. Individuals appointed to the Compensation and Human Resources Committee as advisors shall not have the right to vote and shall not be counted towards a quorum.

(b) In addition to the foregoing, the Board of Governors may from time to time establish such special or "ad hoc" committees as it deems necessary or desirable to carry out its responsibilities. Each such special or "ad hoc" committee shall consist of those members of the Board of Governors, not less than one (1) in number, appointed by the Board of Governors and such number of non-Governors as may be appointed by the Board of Governors, with or without vote, as the Board of Governors shall determine at the time of such appointment. Such special or "ad hoc" committees shall have only such authority as expressly set forth by the Board of Governors from time to time. The members of any such special or "ad hoc" committee shall remain in such office at the pleasure of the Board of Governors.

(c) Absent any policy or procedure approved by the Board of Governors relative to the conduct of business of any committee of the Board of Governors or any provision of these Bylaws to the contrary, said committee's business shall be conducted in accordance with the general policies and procedures of the Board of Governors to the extent possible.

May 22, 2008

Article III

Emeritus Governors

At any time, in their discretion, the Board of Governors may confer the honorary designation of Governor Emeritus upon any former member of the Board of Governors of the Corporation who has demonstrated by his or her prior services as a Governor, his or her commitment to the ideals and success of the Corporation and its affiliated entities. Governor Emeritus status shall be so recognized in the literature and/or publications of the Corporation and any of its affiliates as appropriate. Each Governor Emeritus shall be invited as a guest to the annual planning retreat of the Board of Governors and shall be invited as a guest to major social events of the Corporation and any of its affiliates as appropriate. A Governor Emeritus shall be eligible for appointment to committees of the Board of Governors of the Corporation or the Board of Directors or Trustees of any entity affiliated with the Corporation. No formal responsibilities, obligations or rights shall attach to the position of Governor Emeritus.

Article IV

Officers

Section 1. Officers, Election:

(a) The officers of the Corporation shall be a Chair of the Board, a Vice-Chair of the Board, a President and Chief Executive Officer, a Treasurer, and a Secretary, who shall also be the Clerk. The officers shall be elected by the Board of Governors; provided, however, that the election of the President and Chief Executive Officer, shall be subject to the approval by the Archbishop.

(b) Minor officers may be elected or appointed at any meeting of the Governors.

(c) Two or more offices may be held by the same person, except that the same person shall not hold any two (2) or more of the following offices at the same time: Chair of the Board, Treasurer, and President and Chief Executive Officer.

(d) A vacancy in any office may be filled by the Governors at any meeting of the Governors.

Section 2. Tenure of Officers: The Vice Chair of the Board, the Treasurer, the Secretary and each minor officer shall each hold office until the next Annual Meeting of the Corporation and until their successor is elected and qualified. The Chair of the Board shall hold office until the commencement of the third Annual Meeting of the Corporation next after his or her election and

he or she shall not be entitled to be re-elected to the office of Chair of the Board.

Section 3. Resignation; Removal: Any officer of the Corporation may resign at any time by giving notice in writing to the Chair of the Board or the Secretary, and may be removed with or without cause by vote of the Governors. The President and Chief Executive Officer may be removed by the Archbishop for grave scandal as determined in the sole discretion of the Archbishop, after consultation with the Board of Governors.

Section 4. The Roman Catholic Archbishop of Boston as an Individual: The Archbishop acting in accordance with these Bylaws, shall act in all respects in his capacity as an individual and not as the Corporation Sole. In the event of a vacancy in the position of Roman Catholic Archbishop of Boston, the duly constituted Administrator of the Archdiocese of Boston in accordance with the Code of Canon Law, shall fulfill the role of Archbishop in accordance with these Bylaws and in so doing shall act in all respects in his capacity as an individual and not as the Administrator of the Archdiocese of Boston.

Section 5. Duties of Chair of the Board: The Chair of the Board shall preside at all meetings of the Board of Governors at which he or she is present and shall exercise any and all powers granted him or her by these Bylaws and shall enforce all rules and Bylaws of the Corporation. All deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation shall be signed by the Chair of the Board, or by the President and Chief Executive Officer, or by such other person designated by the Board of Governors. Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Corporation by two of its officers, of whom one is the Chair of the Board and the other is the President and Chief Executive Officer shall be binding upon the Corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Organization, Bylaws or votes of the Corporation.

Section 6. Duties of the Secretary: The Secretary, who shall be the Clerk of the Corporation, shall be a resident of Massachusetts unless the Corporation has a resident agent duly appointed for the purpose of service of process.

The Secretary shall cause to be kept the original or an attested copy of the Articles of Organization, the Bylaws, the names of all Governors and record address of each, and records of all proceedings of the Governors, the names of committee members and the record address of each, in a book or series of books to be kept therefore, which book or books shall be kept within Massachusetts at the principal office of the Corporation or at the office of its Secretary or of its resident agent and shall be open at all reasonable times to the inspection of any Governor.

In the absence of the Secretary from any meeting of the Governors, a temporary secretary shall be designated by the Secretary, or in the absence of such designation, by the Governors, and shall record the proceedings thereof in the aforesaid book or books.

Section 7. Duties of the Treasurer: The Treasurer shall have general charge of all the funds and securities of the Corporation and shall cause to be kept accurate books of account.

Section 8. Duties of the President and Chief Executive Officer: The President and Chief Executive Officer shall, in general, perform all duties incident to the office of a chief executive officer of a corporation, and such other duties as are from time to time assigned by the Board of Governors.

Section 9. Duties of the Vice Chair of the Board: In the absence the Chair of the Board at any meeting of the Board of Governors, the Vice Chair of the Board shall preside at such meeting of the Board of Governors. The Vice-Chair of the Board shall perform such other duties as shall be assigned to him or her by the Chair of the Board.

Article V

Finance

Section 1. Fiscal Year: Except as otherwise provided by the Board of Governors, the fiscal year of the Corporation shall end on the 30th day of September in each year.

Section 2. Annual Statement of Affairs: There shall be prepared annually a full and correct statement of affairs of the Corporation, to include a balance sheet and a financial statement of operations for the preceding fiscal year. The statement of affairs shall be submitted at regularly scheduled meetings of the Board of Governors not less than quarterly and following the close of the fiscal year and within twenty days after the meeting, placed on file at the Corporation's principal office.

Article VI

Miscellaneous Provisions

Section 1. Corporate Seal: This Corporation shall have a seal which shall be circular in form and shall have inscribed upon its face the name of the Corporation, the year of its incorporation and the word "Massachusetts".

Section 2. Books and Records: The Corporation shall keep correct and complete books and records of its accounts and transactions and Minutes of the meetings of the Board of Governors, and any other committees when exercising any of the powers of the Board of Governors. The books and records of the Corporation may be in written form or in any other form which can be converted within reasonable time into written form for visual inspection. The Minutes shall be recorded in written form but may be maintained in the form of a reproduction.

Section 3. Bonds: The Board of Governors may require any officer, agent, or employee of the Corporation, conditioned upon the faithful discharge of his or her duties, with one or more sureties and in an amount as maybe satisfactory to the Board of Governors. The Board of Governors may authorize payment of the bond if they so desire.

Section 4. Voting Upon Shares in Other Corporations: Stock or ownership of other corporations, associations or organizations held for investment or other purposes, registered in the name of the Corporation, may be voted or exercised by the Chair of the Board, or a proxy appointed by him, subject to approval of the Board of Governors.

Section 5. Notice: Any document which is required by these Bylaws to be mailed shall be deposited in the United States Mail, postage prepaid. "Written notice or waiver of notice or other communication under these Bylaws may be given by facsimile transmission, electronic mail, or other means of written communication.

Section 6. Execution of Documents: A person who holds more than one office in the Corporation may not act in more than one capacity to execute, acknowledge, or verify any instrument required by law to be executed, acknowledged or verified by more than one officer.

Article VII

Indemnification

Section 1. The Corporation shall indemnify, up to the maximum amount of the insurance procured and maintained from time to time by the Corporation pursuant to Section 2 of this Article VII, each of its present and former Governors and officers and any persons who serve or have served, at the Corporation's request, as a director or officer of another organization, against any and all liabilities and expenses, including reasonable attorneys' fees, court costs, and settlement expenses reasonably incurred in connection with or arising out of any actual or threatened action, suit or proceeding in which any Governor or officer may be involved by reason of his or her being a Governor or officer, except in relation to matters as to which such Governor or officer shall be adjudged in such action not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation. Liabilities and expenses incurred with respect to any claim, action, suit or proceeding of the kind or character referred to in this section, actual or threatened, may be advanced by the Corporation prior to the final disposition of such claim, action, suit or proceeding upon approval by the Board of Governors. The indemnity herein provided for shall not be deemed to be exclusive of any other right or rights to which a Governor or officer may be entitled under any agreement, any policy or insurance coverage, or as a matter of law.

Section 2. The Board of Governors may cause the Corporation to procure and maintain

insurance in such amounts and in such form as the Board of Governors may from time to time deem necessary or desirable in order to indemnify the Corporation and its Governors and officers against any expense or liability of the kind or nature referred to in Section 1 of this Article VII.

Article VIII

Amendments

These Bylaws or the Articles of Organization of the Corporation may be altered or amended by vote of a two-thirds (2/3) majority of the Board of Governors of the Corporation then in office, at any Annual or Special Meeting, provided that the notice of such meeting shall specify the substance of such alteration or amendment as a purpose of the meeting and provided further that any such alteration or amendment shall not be effective until approved by the Archbishop.