

# EXHIBIT A

## BYLAWS

of

SHARE THE BLESSINGS, INC.

(a North Carolina non-profit corporation)

### ARTICLE I

#### Offices

- Section 1. Principal Office: The principal office of Share the Blessings, Inc. (hereinafter called the "Corporation") in the State of North Carolina shall be located at 500 Francisca Lane, Cary, Wake County, North Carolina 27511, or at such other location as the Board of Directors may from time to time determine.
- Section 2. Registered Office: The registered office of the Corporation is located at 500 Francisca Lane, Cary, Wake County, North Carolina 27511.
- Section 3. Other Offices: The Corporation may have other offices at such other place or places, either within or without the State of North Carolina, as the Board of Directors may from time to time determine, or as shall be necessary or appropriate for the conduct of the affairs of the Corporation.

### ARTICLE II

#### Board of Directors

- Section 1. General Powers: The affairs and management of this Corporation, including the control and distribution of its property and funds, are vested in the Board of Directors. All powers of the Corporation, including the power to adopt bylaws and amend and alter the same, are vested in the Board of Directors. Specific powers of the Board include but are not limited to:
- (a) The definition of long-run and short-run goals and performance objectives of the Corporation.
  - (b) The review and approval of the Corporation's budget to ensure that it is consistent with a sound financial plan to achieve the purposes and objectives of the Corporation.
  - (c) The selection and tenure of all officers of the Corporation.

Section 2. Number of Directors: The number of Directors shall be not less than three (3) nor more than fifteen (15) members, each of whom shall hold office for a term of two (2) years until such Director's successor is selected and qualified, or until such Director's earlier resignation, removal, incapacity or death, except as specifically provided in Section 3(b) of this Article. The actual number of Directors selected pursuant to the immediately preceding sentence shall be determined from time to time, and the term of individual Directors may be extended, by the Board of Directors.

The Board of Directors shall at all times be comprised of at least one (1) representative from each of the following constituencies: Africa, Latin America and the Caribbean; and the Catholic priests and religious. Those two constituencies are hereinafter in these Bylaws sometimes referred to collectively as the "stakeholders."

Section 3. Term of Office, Election of Directors:

- (a) Before each annual meeting of the Directors, the Chairperson shall propose a Nominating Committee, made up of at least three (3) and as many as four (4) Directors, for approval by the Board of Directors. Once approved, that committee shall submit a list of nominees for Directors of the Corporation. Officers of the Corporation shall not comprise more than one-half of any Nominating Committee.
- (b) Half of the Directors serving as such at the time of the adoption of these Bylaws shall serve as such for a period of two (2) years; and half of the Directors serving as such at the time of the adoption of these Bylaws shall serve as such for one (1) year. If the total number of Directors at such time is an odd number, then the division shall be as nearly half as is possible. The determination of which of the Directors will serve which term shall be made by the Board of Directors serving as such at the time of the adoption of these Bylaws. After such terms have expired, the successors of the several Directors shall serve as such for terms of two (2) years. However, as the number of Directors is increased or decreased from time to time, the terms of the newly added Directors or the terms of the Directors remaining after a reduction in number of Directors may be modified as determined necessary by the Board of Directors to accomplish the rotation off of the Board of Directors of half of the Directors each year. Directors need not be residents of the State of North Carolina. Any Directors may be reelected to as many as two (2) consecutive subsequent terms but shall abstain from the vote for such Director's own election. The Board of Directors may waive the restriction on any person's reelection to consecutive terms of office as Directors. Each Directors shall hold office until such Director's death, resignation or removal or until such Director's successor shall have been elected and qualified.

Each half of the Board of Directors serving as such at the time of the adoption of these Bylaws, as referenced in the immediately preceding paragraph, shall include a representative of the stakeholders. As the number of Directors is increased or decreased from time to time, such that the terms of the newly added Directors or the terms of the Directors remaining after a reduction in the number of Directors is modified, as contemplated by the immediately preceding paragraph, each group of Directors whose term is to expire at the same time shall, to the extent mathematically possible, be proportionately representative of the stakeholders.

- (c) A list of the nominees for Directors by the Nominating Committee shall be mailed to the full Board at least thirty (30) days prior to the meeting at which election of Directors is to take place. A Directors wishing to nominate a person not on the list of nominees from the Nominating Committee may do so by notifying the Chairperson of the Nominating Committee at least seven (7) days in advance of the meeting at which election of Directors is to take place and verifying to the Committee Chairperson that such person has agreed to serve if elected. If proper notification is given, such nomination(s) from the floor shall be ruled in order by the Chairperson of the Board at the meeting at which election of Directors is to take place. Those persons whose names are properly included in such nominations and who receive the highest number of votes shall be deemed to have been elected. If any Directors so demand, election of Directors and/or officers shall be by ballot.

Section 4. Resignation: Any Director of the Corporation may resign at any time by giving written notice to the Board. The resignation of any Director shall take effect upon receipt of notice thereof or at such later date as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Removal, Vacancies: Any Directors may be removed at any time with or without cause by the affirmative vote of a two-thirds (2/3) majority of the Directors then holding office at any regular meeting or at any special meeting called for that purpose. If any Directors misses three (3) consecutive meetings, without an excuse satisfactory to the Board of Directors, such Directors shall be removed by the affirmative vote of a majority of the Directors present at any regular meeting or at any special meeting called for that purpose. If any Directors is so removed, a new Directors may be elected to serve for the remaining term of the Directors so removed. Any vacancy occurring in the Board of Directors, including Directorships not previously filled, may be filled by the affirmative vote of a majority of the remaining Directors even though less than a quorum, or by the sole remaining Directors. A Directors elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office. Any Directorship to be filled by reason of an increase in the authorized number of Directors shall be filled only by election at a meeting of the Board of Directors called for that purpose.

Section 6. Chairperson of the Board: The President of the Corporation shall be Chairperson of the Board, if the President is then a Director, and shall otherwise be elected at any meeting of the Board of Directors. The Chairperson shall preside at all meetings of the Board of Directors.

Section 7. Compensation: Directors will not be compensated for their services as such but may be reimbursed by the Corporation for reasonable expenses actually incurred in attending regular and special meetings of the Board. Nothing herein shall be construed as prohibiting the Board of Directors of the Corporation or the Corporation itself from hiring officers or other individuals who are members of the Board or the staff of the Corporation to perform professional services or other extraordinary services for which they may be professionally or personally suited. The retention of an officer or any member of the Board or of the staff in such person's professional capacity or for the performance of services outside the normal responsibilities of such persons with regard to the Corporation shall occur only upon the approval of a majority of the disinterested members of the Board at a regularly scheduled meeting or at a special meeting called for that purpose.

Section 8. Advisory Boards: For the purpose of recognizing persons assisting the Corporation in various ways and for the purpose of obtaining the advice and counsel of persons sympathetic with the goals of the Corporation, the Board of Directors may from time to time establish a Board or Boards of Advisors. The Board of Directors shall solicit and consider the advice and counsel of the Advisory Boards in existence from time to time.

Section 9. Executive Committees; Other Committees: The Board of Directors, by resolution adopted by a majority of the number of Directors in office when the action is taken, may designate two or more Directors to constitute an Executive Committee and other committees, each of which, to the extent authorized by law and provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the Corporation. Each committee member shall serve at the pleasure of the Board of Directors. The provisions in these bylaws that govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors shall apply to committees so established.

### ARTICLE III

#### Meeting of Directors

Section 1. Annual and Regular Meetings: The annual meeting of the Board of Directors shall be held in each year on a date and at a time to be determined at the preceding annual meeting, either within or without the State of North Carolina. The first order of business for such annual meetings shall be the election of Directors and officers of the Board to fill any vacancies then existing. In addition, the Board of Directors

shall provide, by resolution, the time and place for holding additional regular meetings, either within or without the State of North Carolina.

- Section 2. Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the Chairperson, or any Directors together constituting at least one-third of the Directors then holding the office. Notice of any special meeting shall be given to each and every member of the Board of Directors, and any action taken at a special meeting without such notice shall be voidable. Such notice shall specify the purpose for which the meeting is called.
- Section 3. Notice of Meetings: Notice of the time, date and place of any meeting of the Board of Directors shall be given at least five (5) and not more than ten (10) working days prior to the time of the meeting, by any usual means of communication, including telephone, telephonic facsimile transmissions, and e-mail.
- Section 4. Waiver of Notice: Any Director may waive notice of any meeting. The attendance by a Director at a 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 because such meeting is not lawfully called or convened.
- Section 5. Quorum: Except where otherwise provided herein, a simple majority of the Directors then holding office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
- Section 6. Manner of Acting: Except as otherwise provided in these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
- Section 7. Presumption of Assent: A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's contrary vote is recorded or such Director's dissent is otherwise entered in the minutes of the meeting or unless such Director shall file 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 mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to Directors who voted in favor of such action.
- Section 8. Informal Action by Directors: Action taken by a majority of Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all the Directors and filed with the minutes of the proceedings of the Board whether done before or after the action so taken.
- Section 9. Conference Telephone Meetings. Any one or more Directors or members of a Board committee may participate in a meeting of the Board of Directors or Board committee by means of a conference telephone or similar communications device

which allows all persons participating in the meeting to hear each other, and such participation in a meeting shall be deemed presence in person at such meeting.

## ARTICLE IV

### Officers

Section 1. Officers of the Corporation: The officers of the Corporation shall consist of a President, President Elect, Secretary and Treasurer and such other officers as the Board of Directors may from time to time elect. Any two or more offices may be held by the same person, but no officer may act in more than one capacity where action of two or more officers is required. The officers of the Corporation shall meet at least quarter-annually and such quarter-annual meetings shall be open.

Section 2. Election and Term: The officers of the Corporation other than the President, whose nominal terms shall have expired, shall be elected at an annual meeting by the Board of Directors and each officer shall hold office for two years or until such officer's death, resignation, retirement, removal, or disqualification, if such occurs, or until such officer's successor shall have been elected and qualified.

The President Elect will automatically become the President after serving his/her two-year term. The President shall hold office for two years or until the President's death, resignation, retirement, removal or disqualification, if such occurs, or until the President's successor shall be recognized in accordance with these Bylaws.

Any person serving as President may be elected President Elect only after two years has elapsed from the time of his or her departure from the office of President.

If necessary, to fill offices which have become vacant, the Board may elect officers at any regular or special meeting.

Section 3. Compensation of Officers: The officers of the Corporation will not be compensated for their services as officers except upon a majority vote of disinterested Directors, but may be reimbursed by the Corporation for reasonable expenses actually incurred in attending regular and special meetings of the Board, and in carrying out their other duties. Officers may be employed by the Corporation as employees, and compensated therefor.

Section 4. Resignation: Any officer of the Corporation may resign at any time by giving written notice to the Chairperson of the Board of Directors. The resignation of any officer shall take effect upon receipt of notice thereof or at such later date as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Removal: Any officer or agent elected or appointed by the Board of Directors may be removed from office by the affirmative vote of a two-thirds (2/3) majority of the

Directors then holding office at any regular meeting or at any special meeting called for that purpose. Any officer proposed to be removed shall be entitled to at least five (5) days written notice by mail of the meeting of the Board of Directors at which such removal is to be voted on.

Section 6. President. The President shall be the principal executive officer of the Corporation. Subject to the control of the Board of Directors, the President shall in general supervise and control all of the business and affairs of the Corporation. The President shall sign, with the Secretary, or any other proper officer of the Corporation thereunto authorized by the Board of Directors, such documents as the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general the President shall perform all duties ordinarily incident to the office of the president of a corporation and such other duties as may be assigned by the Board of Directors from time to time including but not limited to the following:

- (a) Select, employ, and supervise the work of members of the Corporation's staff, all of whom shall serve at the pleasure of the President.
- (b) Execute and implement the Corporation's budget once it has been approved by the Board of Directors.
- (c) Implement all Board decisions.

Section 7. President Elect. In the absence of the President or in the event of the President's death, inability or refusal to act, the President Elect, unless otherwise determined by the Board of Directors, shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

Section 8. Secretary. The Secretary shall: (a) Keep the minutes of the meetings of the Board of Directors and of all committees 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 of the Corporation, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 9. Treasurer: The Treasurer shall: (a) Have charge and custody of and be responsible for all funds of the Corporation; (b) prepare, or cause to be prepared, a true statement of the Corporation's assets and liabilities as of the close of each fiscal year, all in reasonable detail, which statement shall be made and filed at the Corporation's registered office or principal place of business in the State of North Carolina within four months after the end of such fiscal year and thereat kept available for a period of at least ten (10) years; and (c) in general perform all of the duties as from time to

time may be assigned by the President or by the Board of Directors, or by these Bylaws.

## ARTICLE V

### Contracts, Loans, Checks, and Deposits

- Section 1. Contracts: The Board of Directors may authorize any officer or officers, agent or agents, 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. Loans: No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless specifically authorized by a resolution of the Board of Directors or by the Executive Committee.
- Section 3. Checks and Drafts: All checks, drafts, or other orders for the payment of money, 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 of Directors.
- Section 4. Deposits: All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as are selected by the Board of Directors or as the Board of Directors shall determine.

## ARTICLE VI

### General Provisions

- Section 1. Seal: The Directors shall adopt a corporate seal of the Corporation.
- Section 2. Waiver and Notice: Whenever any notice is required to be given to any Director by law, by the Articles of Incorporation or by these Bylaws, 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 equivalent to the giving of such notice.
- Section 3. Amendments: Except as otherwise provided herein, these Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of a two-thirds (2/3) majority of the Directors then holding office at any regular or special meeting of the Board of Directors, provided that any bylaw which is contained in or copied from the Articles of Incorporation may be changed only after amendment of said Articles.
- Section 4. Parliamentary Authority: Unless otherwise provided herein, the provisions of Roberts Rules of Order, Newly Revised, shall apply to all proceedings.

Section 5. Indemnification. Any person who at any time serves or has served as a director, officer, employee, or agent of the Corporation or in such capacity at the request of the Corporation for any other corporation, partnership, limited liability company, joint venture, trust or other enterprise, shall be indemnified by the Corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by such person in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or on behalf of the Corporation, seeking to hold such person liable by reason of the fact that such person is or was acting in such capacity, and (b) reasonable payments made by such person in satisfaction of any judgment, money decree, fine, penalty or settlement for which such person may have become liable in any such action, suit or proceeding (excluding, however, expenses which any such person may incur, and payments any such person may make, in relation to matters as to which such person shall be adjudged in such action, suit or proceeding to have acted in bad faith or to have been liable or guilty by reason of willful misconduct in the performance of such person's duty). Such person shall be entitled to recover from the Corporation, and the Corporation shall pay, all reasonable costs, expenses and attorneys' fees in connection with the enforcement of rights of indemnification granted herein.

The Board of Directors of the Corporation shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification required by this bylaw, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due such claimant.

Any person who at any time after the adoption of this bylaw serves or has served in any of the aforesaid capacities for or on behalf of the Corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this bylaw.

Expenses incurred by such person in defending a civil or criminal action, suit or proceeding as described in this Section shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount unless it shall be ultimately determined that such person is entitled to be indemnified by the Corporation against such expenses.

Section 6. Directors and Officers Liability Insurance. The Board of Directors may cause the Corporation to purchase and maintain "Directors and Officers Liability Insurance" for the benefit of any person who is or was serving as a director, officer, employee or agent of this Corporation or for the benefit of any person who is or was serving at the request of this Corporation as a director, officer, employee, or agent of another corporation, partnership, limited liability company, joint venture, trust or other

enterprise. This insurance may cover any liability incurred by such person in any capacity arising out of such person's status as such even if the Corporation would not otherwise have the power to indemnify such person against that liability.