

John F Carroll Columbian Club
Federal ID# 22-2100060
Incorporated Aug 26, 1969
Name Changed Feb 27, 1970
Home Purchased Aug 20, 1970
Revised Incorporation Sep 9, 1975
IRS Exemption as 501(c)(7) May 14, 1976

By-Laws

Article I - Name

The name of this Corporation is the John F Carroll Columbian Club. It is an Adjunct of Prince of Peace Council #5903, Knights of Columbus.

Article II - Purpose and Powers

Section 1. Purposes. The purposes of this organization are:

- (a) To promote and extend fraternal, charitable, civic, and social pursuits
- (b) To render mutual aid and assistance to its sick, disabled, & needy members
- (c) To uphold and perpetuate the highest standards among its members
- (d) To create and perpetuate true friendship among its members
- (e) To dedicate a portion of its members time and energy to unselfish service to others
- (f) To instill humanitarian virtues in the daily lives of its members
- (g) To cooperate and participate in all fraternal, charitable, patriotic, and civic enterprises of the Council and Knights of Columbus.

Section 2. Powers. The Corporation shall have power to sue and to be sued, to hold, receive, lease, and purchase such real estate and personal property as may be requisite and expedient for its purposes, and to sell, lease, encumber, and dispose of such property. It shall have all other powers granted to non-stock, non-profit corporations by the general laws of this State. Provided, however, the Corporation shall not carry on any activities nor shall it have any powers prohibited to an organization exempt under Section 501(c)(7) of the Internal Revenue Code or the corresponding section of any future United States Internal Revenue Law. In particular, but without limitation of the foregoing, the Corporation shall not have nor issue shares of stock or pay dividends, no part of its earnings or assets shall inure to the benefit of or be distributed to its members, directors, officers, or other private person, except that it shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its authorized purpose.

Article III - Offices

The Corporation shall have and continually maintain a registered office and agent in this state.

By-Laws

Article IV - Members

Section 1. Members. The members of this Corporation shall be solely the members in good standing of Prince of Peace Council #5903, Knights of Columbus. Termination, for any reason, of membership in good standing in said Council shall automatically and immediately terminate membership in this Corporation and no terminated member shall have any further right, title or interest in this Corporation or in the privileges of membership therein.

Section 2. Voting. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3. Transfer of Membership. Membership in this Corporation is not transferable or assignable.

Article V - Meetings of Members

Section 1. Annual Meeting. The annual meeting of members shall be held in June, immediately following the first regular business meeting of the Council. Not less than thirty days before the annual meeting date, the Corporation Secretary shall advise the members in writing of the meeting's time and place. The purpose of the annual meeting shall be to elect directors and for the transaction of such business as may come before the meeting.

Section 2. Special Meetings. Special meetings of members may be called by the President, a majority of the Board of Directors, or by six or more of the members.

Section 3. Notice of Special Meetings. The Secretary shall cause written or printed notice stating the place, date, and time of any special meeting of members to be delivered, either personally or by mail, to each member, not less than five or more than thirty days before the date of such meeting. The purpose for which the special meeting is called shall be stated in the notice. If mailed, the notice shall be deemed delivered when deposited in the United States mail, addressed to the member at his address as it appears on the records of the Council, with postage prepaid.

Section 4, Quorum. Fifteen members shall constitute a quorum at any meeting. If a quorum is not present, a majority of the members present may adjoin the meeting from time to time without further notice.

By-Laws

Article VI - Board of Directors

Section 1. Number. The Board of Directors shall consist of nine (9) elected persons who shall be members in good standing of the Corporation, in addition to the council Grand Knight, Deputy Grand Knight and three Trustees, who shall be ex-officio (non-elected) Board members. If a member

of the Board shall lose his membership in the Council or Corporation for any reason whatsoever, his membership on the Board of Directors shall automatically and immediately terminate.

Section 2. Initial Election. At the first election of the Board of Directors, exclusive of the ex-officio members, one third shall be elected to serve a one year term; one third shall be elected to serve a two year term; and one third shall be elected to serve a three year term. Thereafter, upon the expiration of the term, three (3) Directors shall be elected to serve a three year term.

Section 3. Election of Directors. Prior to the annual meeting, the President shall name a Nominating Committee who shall present a list of at least three names to be voted upon by secret ballot. In addition, the presiding officer must call for nominations from the floor and any member may present a nomination for the Board of Directors from the floor. The three individuals receiving the highest number of votes on the first secret ballot shall be declared elected.

Section 4. Vacancies. Vacancies occurring on the Board, other than due to the expiration of a term of office, shall be filled by election by the members of the Corporation at a Special meeting held after notice, in writing, has been mailed to the members. Nominations to fill the vacancies may be made at the meeting at which the vacancy is declared and at the meeting held to fill the vacancy. The term of office for such elected Director will be the balance of the term of the vacated Directorship.

Section 5. General Powers. The Board shall be charged with the responsibilities and shall have the authority usually entrusted to a Board of Directors, including the management of the Corporation and the control of its financial affairs.

Section 6. Special Restrictions. The Board shall be restricted in its General Powers as follow:

(a) No capital asset, such as land, buildings, equipment, or furniture may be bought, sold, constructed, or otherwise disposed of without details of said purchase, sale, construction, or disposal being presented to the membership at the annual meeting or special meeting of the membership of the Corporation called for such purpose. Notice to the membership of such meeting must comply with Article V, Section 3 of these By-laws. Approval of two-thirds of the members present at such meeting shall be required for the Board to proceed with the purchase, sale, construction, or disposal to be commenced or completed.

Section 7. Regular Meetings. The Board of Directors shall meet monthly for the purpose of transacting such business as may properly come before the meeting. It shall require the presence of at least six of the nine elected directors plus three of the five ex-officio directors of the Board to constitute a quorum for any meeting. A majority vote of the members present and voting shall determine any matter submitted for consideration.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by the President or upon written request to the President by six or more members of the Board of Directors. Any Director may waive Call and Notice of any special meeting as dictated by Article V Section 3.

Section 9. Compensation. Directors shall not receive any compensation for their services as Directors.

Section 10. Committees. The President of the Corporation shall appoint the following two Standing Committees:

(a) House Committee - composed of at least four members of the Board of Directors and as many members of the Corporation as deemed necessary. This committee shall be responsible for maintenance and operation of the land, buildings, and property of the Corporation.

(b) Ways and Means Committee - composed of at least four members of the Board of Directors and as many members as deemed necessary. This committee shall be responsible for methods to produce income and maintain low expenses for the Corporation.

(c) Other committees may be designated by a resolution adopted by a majority of the Directors present at a duly convened meeting of the Board of Directors. Any member of the Corporation members may be appointed to a committee.

Section 11. **Limitation of Office**. A Director shall not be eligible to succeed himself after serving two full three-year terms. This limitation shall not apply to ex-officio members.

Section 12. Supervision of Directors. The Board shall be under the general supervision and control of the officers of Prince of Peace Council #5903 and the Council Officers may remove any or all Directors if their actions are found to be detrimental to the purposes of either the Corporation or Council.

Any question as to the interpretation of these By-laws shall be referred to the Advocate of Prince of Peace Council #5903 for advice.

Any issue that corporate members may have regarding decisions and/or actions of the Board of Directors should be addressed at a special meeting of the membership convened in accordance with Article V Sections 2 and 3 of these By-Laws.

Any director who is absent from three (3) consecutive Board meetings may be considered for removal from office.

Section 13. Removal of Director. The procedure for removal is as follows:

(a) A special meeting of Prince of Peace Council officers must be convened to discuss the removal of one or more Board Directors. This meeting is to be called by the Grand Knight or Deputy Grand Knight. Each Prince of Peace Council officer must be advised by telephone of the special meeting. At least nine Council Officers must be present to constitute a quorum for such meeting.

(b) Each Board Director to be removed must be advised of the special meeting and notified of the specific charges against him.

(c) Each Board Director must be given an opportunity to refute the charges against him.

(d) After hearing all evidence, a secret vote of the officers of Prince of Peace Council, present at the special meeting, must be taken. If two thirds of those present and voting elect to remove a Board Director, such Directorship shall be considered vacant.

(e) Vacancies arising as a result of Article VI Section 13(d) shall be filled as provided in Article VI Section 4 of these By-Laws.

Article VII - Officers

Section 1. Officers. At the first meeting of the Board of Directors after the annual meeting, it shall proceed to organize by electing officers, who must be members of the Board of Directors, for the ensuing year. The officers of the Corporation shall be as follows: President, Vice President, Secretary, and Treasurer, who shall serve for one year or until a successor shall have been duly elected and qualified.

Section 2. Duties. The duties of the officers are:

(a) President, The chief executive officer of the Corporation. He shall preside at all meetings of the Corporation and at all meetings of the Board of Directors. He shall have the power to appoint such committees as may be necessary, with the approval of the Board of Directors, which committees shall act under the direction of the Board of Directors. His signature or the signature of the Vice President shall be essential for the validity of all checks.

(b). Vice President. In the absence of the President, he shall preside at all meetings of the Corporation and at all meetings of the Board of Directors. He shall make a monthly report of the doings of the Board of Directors to the Council at each Council monthly business meeting. He shall perform any other duties which may be assigned to him by the President or the Board of Directors.

(c). Treasurer. He shall receive all funds paid to the Corporation and shall deposit same in the official depository and shall make disbursements by the order of the Board. He shall sign or countersign all checks. His account and books shall at all times be open to the inspection of the President, Board of Directors, and any authorized officers. He shall make a report to the annual meeting and at such other times as the President or Board of Directors may require.

(d). Secretary. He shall keep a record of all meetings of the Corporation and Board of Directors and perform such duties as are usually performed by secretaries of such organizations.

Section 3. Bonding. All officers authorized to sign checks will be bonded by a surety company in an amount specified by the Board.

Article VIII - Contracts, Checks, Deposits, and Checks

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation and such authority may be general or confined to specific instances, provided such authority conforms to the limitations outline in Article VI Section 6 of these bylaws.

Section 2. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the President, or in his absence, the Vice President, and countersigned by the Treasurer.

Section 3. Deposits. All funds of the Corporation shall be deposited to its credit in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept, on behalf of the Corporation. any contribution, gift, bequest, or devise.

Section 5. Disbursement or Transfer of Funds. Before any disbursement or transfer of funds can be executed, **except for current expenses for the operation of the Corporation, emergency repairs, and the payment of taxes and insurance**, the following procedure must be followed:

a) If the amount of funds is \$ 500.00 or less, a motion must be presented duly seconded, and approved by a majority vote of the Board of Directors or voting at the Annual or Special meeting called for such purpose.

b) If the amount of money is greater than \$ 500.00, a resolution must be presented, in writing, calling for such appropriation at the Annual or Special meeting called for such purpose, and voted on at the next subsequent meeting.

c) Notification to the members of such meeting to discuss the disbursement or transfer of funds must comply with the provisions of Article V Section 3. Approval of the disbursement or transfer requires a majority vote of the members present and voting at the Annual or Special meeting called for such purpose.

d) A special exception to Sections 5. a) and b) above exist with respect to the Building Committee, organized and constituted for the purpose of negotiating the sale of a portion of Corporation property and for the purpose of constructing a new Corporation building on the remaining property. Expenditures for such purposes may be approved by the Building Committee provided such expenditure is encompassed within a budget resolution already approved for that purpose by the membership. This special exception shall sunset and no longer be in effect when construction of the new Corporation building is completed and the Building Committee is dissolved.

Article IX - Books and Records

Section 1. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and Board of Directors. All books and records may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

Section 2. Audit. At the end of each semi-annual period, the President shall appoint an Audit Committee of three (3) members, no more than one of whom shall be a member of the Board of Directors, to meet and audit the books and records of account as well as minutes of meetings, and to prepare an Audit Report within one month of appointment. A written report is to be presented to the Board of Directors at the next succeeding Directors' meeting. A copy of the report is to be given to the Recorder of Prince of Peace Council to be read at the next succeeding meeting of Prince of Peace Council #5903.

By-Laws

Article X - Order of Business

Section 1. The following shall be the order of business for all meetings of the Board of Directors or any special meeting of the membership:

1. Call to Order.
2. Prayer.
3. Report of the President.
4. Reading of minutes from previous meeting.
5. Treasurer's Report.
6. Reading of Bills and Communications.
7. Reports of Committees.
8. Unfinished Business.
9. New Business.
10. Prayer.
11. Adjournment.

Section 2. The following shall be the order of business for the Annual Meeting of the Members as required by Article V Section 1:

1. Call to Order.
2. Prayer.
3. Report of the President.
4. Presentation of the Audited Financial Report.
5. Presentation of the Budget for ensuing year.
6. Election of Directors (includes nominations).
7. Unfinished Business.
8. New Business.
9. Prayer.
10. Adjournment.

Article XI - Termination of Existence

Upon termination of existence of this Corporation, in any manner, all of the funds, assets, and property of any kind owned by the Corporation shall be turned over, after payment of all its liabilities, to the Council or to a Catholic organization recognized by the Internal Revenue Service under Section 501(c)(3) of the Internal Revenue Code.

Article XII - Amendments to By-Laws

These by-laws may be altered, amended, or repealed and new by-laws adopted by two-thirds of the members present and voting at a membership meeting duly called in conformity with the notice requirements of Article V, Section 3 of these by-laws.