

***K of C # 3357, Inc.***

***Association By-Laws***

**Article I**

Section I

This Association shall be known as K.of C. # 3357, Inc.

Section II

The purposes for which said corporation was formed are as follows:

To promote charitable, religious, benevolent and social purposes, including the assistance of those who are in distress and the promotion and furtherance of the cultural, spiritual and high moral standards and virtues conducive to the welfare and best interests of the community and particularly the members of Father Joseph H. Boldt Council # 3357 of the Knights of Columbus, by providing a suitable place for the Council meetings and such other means, services and facilities as may tend to encourage their moral, religious and cultural development.

To purchase, receive by devise or gift, hold, mortgage, lease, rent and convey real property suitable to the accomplishment of the foregoing purposes; and to purchase, receive by bequest or gift, hold, mortgage, pledge, lease, rent, and sell personal property suitable for use in connection with the foregoing purposes.

To possess such other powers as may be necessary and convenient for the adequate and proper accomplishment of the foregoing purposes.

**Article II**

Section I

The business, affairs and property of this Association shall be under the control and management of the Board of Directors except as stated in Section II and III.

## Section II

The purchase or sale of real property shall be subject to the consent and approval of a two-thirds vote of the members present at any regular or special meeting of the Association providing all Association members shall be notified of the details of the transaction at least 10 (ten) days prior to the day of the meeting.

## Section III

Capital expenditures must be approved by a majority vote of the members present at any regular or special meeting of the Association.

## **Article III**

### Section I

This Association shall hold meetings annually on the third Thursday of April and the place of meeting shall be as ordered by the Board of Directors.

### Section II

Special meetings may be called by the President of the Association, or in the case of his absence or refusal, then by any 2 (two) members of the Board of Directors, or by 5 (five) members of the Association, provided in all cases that a written or printed notice of such meeting and the objects for which they are called be given in person or by mail to every member at least 5 (five) days before the date of such special meeting. No other business but that specified in the notice shall be transacted at such special meeting.

### Section III

At all meetings of this Association each member present shall be entitled to have 1 (one) vote.

### Section IV

Seven members of this Association shall constitute a quorum for the transaction of business at any meeting.

## **Article IV**

### Section I

Membership in this Association shall be composed of members in good standing of the Father Joseph H. Boldt Council # 3357 of the Knights of Columbus. Members of said Council shall be ipso facto members of this corporation and enjoy all of the benefits, privileges and advantages accruing there from, so long as they continue in good standing therein, but upon failure to remain in good standing, as above stated, they shall forfeit their membership in this corporation and all privileges incident there to.

## **Article V**

### Section I

The Board of Directors of this Association shall consist of 9 (nine) members, 3 (three) of whom shall be the incumbent Grand Knight, the incumbent Financial Secretary and the incumbent Treasurer of Father Joseph H. Boldt Council # 3357 of the Knights of Columbus.

### Section II

The number of members of the Board of Directors may be changed by amending these By-Laws but at no time can there be less than 3 (three) nor more than 12 (twelve) as specified in the certificate of incorporation.

### Section III

The President, prior to the regular April meeting of the Association, shall appoint a nominating committee of not less than three members of the Association. This committee will present its names of nominees to the Board of Directors, succeeding the directors whose terms expire in July, at the regular April meeting of the Association. The nominees so selected, and other such nominees as may be presented by any member of the Association at the regular July meeting, shall be voted upon at the regular July meeting.

Such Directors as selected shall then take office immediately following said meeting. Three Directors shall be elected at the regular meeting in July 1999. The membership shall first vote upon and elect two Directors for a term of three years, or until the regular meeting in July 2002. The two nominees receiving the highest number of votes shall be declared elected.

The membership shall then vote upon and elect one Director for a term of two years or until the regular meeting in July 2001. The one receiving the highest number of votes shall be declared elected.

Commencing at the regular meeting in July 2000, and at the regular meeting in July every year thereafter the membership shall elect two members to the Board of Directors for a term of 3 (three) years. If an elected member of the Board of Directors shall be elected Grand Knight, Financial Secretary or Treasurer of Council # 3357, Knights of Columbus he shall automatically resign from his elected term as a Director and the vacancy created shall be filled by the President.

#### Section IV

The Board of Directors at it's first regular meeting following the annual Association meeting each year in July shall choose one of their number to be President by a majority vote, and shall also by a majority vote, choose from their number a Vice President, a Secretary and a Treasurer, to serve until the next regular July meeting or until their successors are elected.

#### Section V

The Board of Directors shall appoint such other officers and such committees as they, from time to time, see fit and who shall hold office during the pleasure of the Board and perform such duties as may, from time to time, be prescribed by the Board of Directors.

#### Section VI

The Board of Directors shall fill all vacancies occurring in it's own body, and from time to time, make By-Laws for it's own government not inconsistent with these By-Laws or the certificate of incorporation.

#### Section VII

Any officer of the Association may be removed from office without cause by a vote of 6 (six) of the Directors at any regular or special meeting of the Board of Directors, with the exception of the Council incumbent Grand Knight, Financial Secretary and Treasurer.

#### Section VIII

Any Director of the Association may be removed from office without cause by a three-fourths vote of the members present at any regular or special meeting of the Association with the exception of the Council incumbent Grand Knight, Financial Secretary and Treasurer.

## **Article VI**

### Section I

At all meetings all votes shall be viva voce (voice votes).

## **Article VII**

### Section I

The President and in his absence, the Vice President, shall preside at the meetings of the Association and of the Board of Directors. In the event of their absence, a meeting of the Board of Directors or of the Association may elect its presiding officer pro term. The President shall sign all written contracts and obligations of the Association when authorized to do so by the Board of Directors and shall perform such other duties usually incident to the office.

### Section II

The Vice-President shall assist the President, and in his absence perform the duties of that office.

### Section III

The Secretary shall keep the minutes of all meetings of the Association and the Board of Directors and shall attend to such correspondence as may be assigned to him. He shall keep a complete roll of all the members of the Association. He shall attend to the giving and serving of all notices and shall attest and affix the seal of the Association to all documents when signed by the President and authorized by the Board of Directors, and shall perform such other duties usually incident to the office.

#### Section IV

The Treasurer shall have the care and custody of and be responsible for all funds and securities of the Association and deposit the same in the name of the Association in such bank or financial institution as the Board of Directors may elect. He shall establish an Investment Policy governing the investment of Association funds and such Investment Policy shall be approved at a meeting of the Board of Directors and entered on their minutes. He shall sign all checks, drafts, notes, and orders for payment of money, such payment having been previously approved at a meeting of the Board of Directors and entered on their minutes; he shall keep a business like record of all receipts and disbursements in a book and shall exhibit his books and accounts to the Board of Directors at all times upon their request; and such books shall be regularly audited by the Board of Directors at least every six months, and the results of such audit shall be reported to the members of the Association; he shall give such Bond or Bonds for the faithful performance of his duties as the Board of Directors may determine.

The Board of Directors, shall, at the regular meeting in July of the Association present a Financial statement showing the Financial Condition of the Association as of the June 1, immediately preceding the meeting.

### **Article VIII**

#### Section I

The Board of Directors shall meet at least semi-annually on dates to be determined by the Board. Special meetings may be called by order of the President or any 2 (two) or more members of the Board. At least two days notice of meetings, both regular and special, shall be served in person or by mail upon the individual members.

#### Section II

Three members of the Board shall constitute a quorum at any regular or special meeting where all members were notified as specified in Section I, above.

### **Article IX**

#### Section I

There shall be no dues assessed against the members of the Association.

## **Article X**

### Section I

There shall be a checking account and such other investment accounts established for this Association as required to implement the Investment Policy adopted in Article VII, Section IV.

### Section II

The checking account shall be used for the payment of all authorized expenditures of the Association.

### Section IV

No money may be withdrawn from the investment account(s) without the majority approval of the members present at a regular or special meeting of the Association.

## **Article XI**

### Section I

No officer or member shall incur any indebtedness on behalf of the Association without the authority of the Board of Directors.

### Section I

The corporate seal of this Association shall be circular in form with the words and numerals "K. of C. # 3357 Inc." on the circumference and the words and numerals "Corporate Seal, 1957" in the center.

## **Article XIII**

### Section I

Amendments to these By-Laws must be read at any regular or special meeting of the Association. At the next succeeding regular or special meeting of the Association the amendments may be adopted by a two-third vote of the members attending, provided that notice of an amendment shall be included in the call for the aforesaid meeting.

**Article XIV**

Section I

In the event that Father Joseph H. Boldt Council # 3357 of the Knights of Columbus is dissolved this Association, K of C # 3357, Inc., shall also be dissolved. After payment of all debts, the remaining assets of the Association shall be converted to cash and donated to whatever Parishes the Council then represents in memory of the members of Father Joseph H. Boldt Council # 3357 of the Knights of Columbus.