

K of C CORPORATION BY-LAWS

- 1.1 **AUTHORITY:** These revised by-laws have been adopted by the membership of the Msgr. Willett Council # 7847, Knights of Columbus, Hopkinsville, KY on October 14, 2003.
- 1.2 **DATE OF AUTHORIZATION:** The membership of the Msgr. Willett Council, authorized the K of C Corporation at its November 8, 1995 business meeting to apply to the Commonwealth of Kentucky for its official incorporation and to file the necessary papers to insure its status as a 501C3 corporation.
- 1.3 **DEFINED TERMS:** Terms used in these bylaws, if unusual language will be defined at the point of use.
- 1.4 **CONFLICTING PROVISIONS TO YIELD:** In the event that any provision of these bylaws conflicts with laws of the Commonwealth of Kentucky, Knights of Columbus (New Haven, CT) is now or hereafter in effect, the conflicting provision of the bylaws shall yield to the laws of the Commonwealth or the Supreme Council.

SECTION 2, NAME, TERRITORY AND OFFICES

- 2.1 **NAME:** The organization shall be known as the K of C Corporation, (hereafter called the Corporation).
- 2.2 **TERRITORY:** The jurisdiction of this Corporation shall be Christian County and the surrounding counties included in the Knights of Columbus District # 5 with such changes as may be made from time to time by the Corporation (hereafter called the territory).
- 2.3 **OFFICES:** The headquarters and principal office shall be located at Sts. Peter & Paul Parish Center, 902 E. Ninth St. in the city of Hopkinsville, County of Christian, in the state of Kentucky.

SECTION 3, PURPOSES AND RESPONSIBILITIES OF THE CORPORATION

- 3.1 **PURPOSES:** The purpose of this Corporation shall be to provide a meeting place for the Msgr. Willett Council and the Fr. George P. Boehmicke Fourth Degree Assembly of the Knights of Columbus of Hopkinsville, KY and develop its building into a community center.
- 3.2 **RESPONSIBILITIES:** In addition to its other responsibilities stated herein, the Corporation shall serve as the employing unit of all Corporation employees and shall have responsibility for its financial condition.

SECTION 4 MEMBERSHIP & MEETINGS:

- 4.1 **MEMBERSHIP:** Membership of this Corporation shall be limited to members of the Msgr. Willett Council as shown on the membership roster provided to the Council by the Supreme Council each January and July of that year and all membership fees are current.
- 4.2 **MEETINGS OF THE CORPORATION:** The Corporation shall have a meeting during the month of July each year between the 1st and 15th to nominate elect directors for that year. There shall also be a meeting in January between the 1st and 15th to discuss and resolve any matters that need to taken care of by the Corporation.

4.3 SPECIAL MEETINGS: Special meetings of the Corporation may be called at any time. The President of the Corporation shall call for a meeting of the membership upon a written request of not less than half of the Board of Directors or not less than twenty five percent of the members of the Corporation.

4.4 NOTICE OF MEETINGS: Notice of any meeting of the Corporation shall be in writing and mailed to arrive not later than ten days prior to the meeting. This notice shall outline, as far as practical, the matters to be considered at the meeting, including specific notice as to any changes in the make-up of the Board of Directors.

4.5 VOTING: At every meeting of the Corporation, each qualified member shall be entitled to one vote. Voting by proxy shall not be permitted. Decisions on any question shall be by the majority vote of members present and voting.

4.6 QUORUM: At any annual or special meeting of the Corporation, twenty members shall be a quorum, but in the absence of a quorum, a lesser number may adjourn the meeting.

SECTION 5, BOARD OF DIRECTORS AND COMMITTEES

5.1 BOARD OF DIRECTORS: The Corporation shall have a Board of Directors, numbering not less than five, each of whom shall serve without compensation for his services as such. The Board shall have only such powers as have been delegated to it from time to time by the Corporation.

5.2 ELECTION OF DIRECTORS: The first year of elections there will be five directors elected. The three with the highest number of votes shall serve for two years. The next two highest will serve for a period of one year. The second year of elections the two highest vote getters will serve for two years. In the years following, the directors whose term will be expiring that year shall be the ones that will be voted upon. Directors elected that year shall be installed at the Corporations annual meeting.

5.3 Director's TERM OF OFFICE: A Directors term of office shall be for two years with one succession. A member can serve as a Director again with a one-year lapse between elections. A member can serve as a Director no more than a total of eight years.

5.4 OFFICERS OF THE CORPORATION: After the Corporations first meeting of the fiscal year, the Board of Directors shall elect a President, a Vice President, a Secretary, a Treasurer and a Member-at Large.

5.5 REMOVAL OF DIRECTORS OR OFFICERS OF THE BOARD: The Directors may remove any Officer or Director at any time with or without cause, if it is determined that such removal is in the best interests of the Corporation. There must be three members of the Board voting for removal, to cause the member to be removed from the Board.

5.6 VACANCIES: In the event of the death, resignation or removal of any officer of the Board of Directors prior to the expiration of the term of office, the vacancy shall be referred to the Corporation for a replacement to the Board of Directors. The board will have the option to let that member fulfill the term of office of the vacancy, or to hold an election to determine who will fulfill the term of that vacancy

5.7 REGULAR MEETINGS OF THE BOARD: The Board of Directors shall meet in October and April. The members of the Corporation shall be allowed to speak at these meetings in the time allotted to them by the Board. They shall have no vote at these meetings unless the President of the Board has declared it a special meeting.

5.8 **AUTHORITY OF COMMITTEES:** Committees shall be advisory to the Board. Mission statements will outline certain items, which Committee Chairs will take action upon. The mission statements will be created on an as needed basis.

5.9 **QUORUM:** Three members of the Board will be required to conduct business. A lesser number has the authority to adjourn the meeting. The presiding officer has no vote except to break a tie.

SECTION 6 OFFICERS OF THE BOARD

6.1 **PRESIDENT:** The President shall preside at all meetings of the Board of Directors and the Corporation. The President shall be an ex-officio member of all Committees of the Corporation, including any committees appointed for a special purpose and not mentioned in these bylaws. The President will automatically be Chairman of the “House Committee”. He shall also be the Chief Executive Officer of the Corporation.

6.2 **VICE PRESIDENT:** At the request of the President or in his absence or disability, the vice-president shall perform any and all duties of the President. The Vice President shall perform other such duties as the Board may assign from time to time.

6.3 **SECRETARY:** The Secretary shall keep or provide for the keeping of the minutes of all meetings of the Corporation and Board of Directors. He shall issue or cause to be issued notices of all meetings and shall in general perform all the duties incident to the office of Secretary, subject to the control of the Board. The Secretary shall establish a means of identifying the members of the Corporation and maintain the official list of members.

6.4 **TREASURER:** The Treasurer is responsible for the maintenance of all funds and will maintain a cordial relationship with serving financial institutions, timely payment of bills, checkbook balancing and report each month’s status at the quarterly Board meeting. All checks signed by the Treasurer must be counter-signed by the President or in his absence the Vice President.

SECTION 7 FINANCIAL AFFAIRS AND AUDITS

7.1 **FISCAL YEAR:** The fiscal year of the Corporation shall commence on July 1st and end on June 30th of the following year.

7.2 **AUDITS:** The Trustees of the Council shall serve as auditors and conduct an annual audit of the Treasurer.

7.3 **FUNDS:** All funds and property received by or coming into the custody of the Corporation belong to the Corporation and are entrusted to the Corporation to be expended only in accordance with, and for the purposes authorized by Corporate regulations. Acceptance, reporting and transmittal of proceeds of gifts made by wills, trust or similar instruments will be in accordance with corporate regulations. The financial affairs of the Corporation shall be conducted in accordance with generally accepted accounting principles applicable to fund accounting and the records shall be kept in such a manner as to readily show the true financial condition of the Corporation and to facilitate the preparation of periodic reports to the Directors and the annual meeting of the Corporation. No person is authorized to obligate corporate funds except in accordance with corporate regulations and to the extent funds are available to the Corporation.

7.4 **DEPOSITS AND WITHDRAWALS:** All funds received by and for the account of the Corporation shall be acknowledged by issuance of official receipts and deposited in bank(s) or depositories in the name of the

Corporation. All withdrawals from such accounts shall be made only by checks or similar orders signed by Treasurer and the President or in his absence the Vice President of the Corporation. Funds shall be kept in depositories as specified by corporate regulations.

SECTION 8 DISSOLUTION

8.1 VOLUNTARY DISSOLUTION: Voluntary dissolution shall be by majority vote of all the members of the Corporation, at a meeting called for such purpose. Under unusual circumstances, should the Corporation be unable to convene a meeting of the membership, it may voluntarily be dissolved by the Board of Directors, provided that a majority vote of all the members of the Board of Directors call for the dissolution of the Corporation.

8.2 DISSOLUTION BY REVOCATION: The Commonwealth of Kentucky can revoke the corporate status should the annual reports not be received in the prescribed time frame.

AMENDMENTS

9.1 AMENDMENTS: Amendments to these bylaws may be adopted at any Corporate or special meeting. Amendments must be approved by a 2/3 majority of the members present, provided there is a quorum present.

INDEMNIFICATION

10 INDEMNIFICATION: The Corporation shall indemnify any trustee, officer or employee, or former trustee, officer or employee of the Corporation, or any person who may have served at its request as a director, officer or employee of another Corporation in which the Corporation owns shares of stock, or of which the Corporation is a creditor, and each such trustee, officer or employee shall be entitled without further act on his part, to indemnify from the Corporation against any judgments, expenses, including attorney fees, actually and necessarily incurred by him in connection with any action, suit or proceeding or any appeal therein whether civil or criminal in nature, in which he is made a party, by reason of being or having been such a director, officer or employee (whether or not a trustee, officer or employee at the time such judgments or expenses are incurred by or imposed upon him), except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duty, or to have breached his duty to the Corporation under the laws of the state in which its corporation was incorporated. The Corporation may also reimburse to any trustee, officer or employee the reasonable amounts paid in settlement and reasonable expenses, including attorney fees, of any such action, suit or proceeding, if it shall be found by a majority of the trustees that it was to the interest of the Corporation that such settlement be made and that such director, officer or employee was not guilty of gross negligence or willful misconduct in the performance of duty or to have breached his duty to the Corporation under the laws of the state in which this Corporation was incorporated. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled by law or under any by-law agreement, vote of shareholders, or otherwise. The foregoing right of indemnification shall inure to the benefit of the heirs, executors or administrators of each trustee, officer or employee, and in no event be construed to enlarge the rights of indemnification provided under the laws of state in which this Corporation was incorporated.