

By - Laws
St. James Council 6336, Knights of Columbus Charities, Inc.

PURPOSE

The purpose of St. James Council 6336, Knights of Columbus Charities, Inc. (hereinafter called the Foundation) is to further the charitable, social and civic goals of St. James Council No. 6336, Knights of Columbus (hereinafter called the Council). The Foundation is organized exclusively for charitable, religious, educational and scientific purposes.

ARTICLE I

MEMBERSHIP.

The membership of the Foundation shall be limited to members in good standing of St. James Council No. 6336, Knights of Columbus.

ARTICLE II

GOVERNMENT OF THE FOUNDATION

The initial business of this Foundation shall be conducted by a Board of Trustees of seven members who shall be the original incorporators. These Trustees shall be the Grand Knight, Deputy Grand Knight, Chancellor, Advocate and Trustees (three) of St. James Council No. 6336, Knights of Columbus.

At the earliest practical time after incorporation, six additional persons shall be elected to the Board of Trustees so that the continuing business of this Foundation shall be conducted by a Board of Trustees consisting of thirteen members, six of whom shall be elected from the membership of the Council and shall hold office for three years, and the other seven shall be the Grand Knight, Deputy Grand Knight, Chancellor, Advocate and Board of Trustees (three) of St. James Council No. 6336, Knights of Columbus.

The elected members of this Board of Trustees shall be elected for staggered terms so that not more than two members shall be elected at any Annual Meeting.

In addition, the Board of Trustees is authorized to increase its membership from time to time by electing up to two additional persons, as Special Trustees, who are active citizens of the area and who have demonstrated concern for the welfare of mankind and an interest in the needs of the surrounding communities, consistent with the purposes of the Foundation. Such Special Trustees need not be members of the Foundation and shall be elected for a term to expire on the first of the month coincident with or next following one year from the date of their election to the Board.

ARTICLE III

ANNUAL MEETING

The Annual Meeting of the Foundation shall be held after the second meeting of St. James Council No. 6336, Knights of Columbus, in the month of June. At this meeting the election of Trustees for the ensuing term shall be held. A notice of the Annual Meeting shall be mailed to each member three days prior to such meeting. Regular meeting notification cards, providing they mention the Annual Foundation

Meeting, shall be considered as proper notification. Nominations for Trustees shall be made at a Special Meeting of the Foundation to be called by the Board of Trustees solely for the purpose of such nominations, and which shall be held at the conclusion of the first meeting in the month of June of the St. James Council No. 6336, Knights of Columbus. For the conduct of the election at the Annual Meeting, the presiding officer shall appoint three inspectors of election who are not members of the Board of Trustees. They shall receive and canvass the ballots and certify the results to the Secretary of the Foundation. The polls shall remain open long enough for all members in attendance to ballot.

ARTICLE IV

REGULAR MEETINGS

The Board of Trustees shall hold regular meetings on the first Thursday of each month. Said meetings shall not commence prior to 8:30 PM nor later than 10:30 PM and shall be open to observation and comment by the membership of the Foundation. Eight members shall constitute a quorum for the transaction of business. In the absence of any standing rule, Roberts' Rules of Order shall be taken as a parliamentary guide for the transaction of business with the following exception: The chairman of the meeting of the Board of Trustees shall be permitted to participate in debate at meetings of the Board without relinquishing the Chair. Special meetings of the Board may be called at the discretion of the President of the Board with eight members to constitute a quorum.

ARTICLE V

OFFICERS

The Officers of the Foundation, and of the Board of Trustees, shall be a President, Vice President, Secretary and Treasurer. All Officers shall be elected by the Board of Trustees from its members. The elected Officers shall hold office for one year until their successors are elected. These Officers shall be elected at the first organizational meeting of the Board of Trustees following the Annual Meeting of the Foundation.

ARTICLE VI

EXPENSES

No member of the Board of Trustees shall receive any salary, compensation or honorarium. The Board is authorized to reimburse its officers and members for expenses incurred which are necessary for the conduct of its business. Such expenditures submitted for reimbursement shall be evidenced by satisfactory documentation.

ARTICLE VII

DUTIES OF THE PRESIDENT

The President shall preside at all meetings of the Foundation and Board of Trustees, but in his absence his duties shall be discharged by the Vice President, and in the absence of both, by a temporary chairman chosen at the meeting from the members of the Board of Trustees present at said meeting.

ARTICLE VIII

DUTIES OF THE SECRETARY

The Secretary shall keep a record of all meetings of the Foundation and all meetings of the Board of Trustees, and shall give written notice of all Foundation meetings to each member as prescribed, and also such other duties as he may be directed by the Board of Trustees.

ARTICLE IX

DUTIES OF THE TREASURER

The Treasurer shall keep a full and accurate account of all receipts and disbursements and shall deposit all monies and other valuable effects in the name of and to the credit of the Foundation in such depository as may be designated by the Board of Trustees; and he shall disburse the funds of the Foundation when authorized to do so by the Board of Trustees. The Treasurer shall submit a report of his accounts monthly at a regular meeting of the Board of Trustees. The Treasurer shall be bonded in an amount to be determined by the Board of Trustees.

ARTICLE X

VACANCIES

Vacancies occurring in the Board of Trustees shall be filled by an election held by the Foundation members present at the next regular meeting of the Board of Trustees, after such vacancy occurs. A Board member, thus elected, shall fill out the unexpired term of that member whose vacancy he fills.

Elections to fill these vacancies, regardless of whether resulting from death, by resignation or any other means, shall be held in the manner prescribed in Article III for the conduct of Board of Trustee elections.

In the event that any officer of the Foundation be removed from Office, either by death, resignation or any other means, his successor shall be elected by the Board of Trustees at their next regular meeting and in the manner as prescribed in Article V and shall fill the unexpired term of the officer replaced.

ARTICLE XI

ORDER OF BUSINESS

At the regular meetings of the Foundation and of the Board of Trustees, the order of business shall be as follows:

1. Reading of minutes.
2. Reading of Communications, and bills.
3. Report of Treasurer.
4. Reports of Committees.
5. Unfinished Business, and Old Business.
6. New Business.

ARTICLE XII

COMMITTEES

The President of the Foundation shall, with the consent of the Board of Trustees, appoint the following standing committees:

Investigations Committee - This committee shall comprise at least nine persons and shall include those members of the Board serving by virtue of their holding the offices of Grand Knight or Trustee of the Council. The Grand Knight of said Council shall be the Chairman.

The Investigations Committee shall be responsible for reviewing requests or proposals for contributions, gifts, grants, etc. and for conducting such inquiries or investigations as deemed necessary for the proper allocation of the Foundation's resources within the purposes of this organization. It shall present its recommendations to the Board of Trustees in writing in a format prescribed by the Board.

Finance Committee - This committee shall comprise at least three persons, each of whom must be a member of the Board of Trustees, and shall include the Treasurer of the Foundation and the member of the Board serving by virtue of his holding the office of Advocate of the Council.

The Finance Committee shall recommend to the Board of Trustees regarding all financial and legal matters of the Foundation. It shall prepare or cause to have prepared such financial and legal documents as are necessary to comply with Federal and New Jersey laws.

Audit Committee - This committee shall comprise at least three persons who are members of the Board of Trustees. It shall audit the records of the Foundation at least semi-annually as directed by the Board. The Audit Committee, with the consent of the Board of Trustees, may engage such outside services as are considered necessary for the proper discharge of its duties.

Persons who are members of the Finance Committee shall be excluded from membership on the Audit Committee.

Such other committees as are deemed necessary shall also be appointed by the President and these committees shall have at least one member of the Board of Trustees on said committee. Chairman of said committee must be a member of the Board of Trustees.

ARTICLE XIII

SUSPENSIONS

In order to keep active members on the Board of Trustees, if any elected member of the Board shall miss without cause, three consecutive regular monthly meetings, his office shall upon motion and resolution adopted by the Board of Trustees be declared vacant and a successor shall be elected in accordance with the procedure as outlined under Article X covering vacancies.

ARTICLE XIV

DISBURSEMENTS AND TRANSFER OF FUNDS

Disbursements of funds to pay current expenses of the Foundation shall be as authorized by the Board of Trustees.

Disbursements as contributions, gifts, grants and other purposes for which the Foundation is organized shall be specifically and individually authorized by at least two-thirds of the Trustees present at a regular meeting of the Board. Funds may be transferred or invested only upon the recommendation of the Finance Committee and then upon a resolution adopted by a favorable vote of at least two-thirds of the Trustees present at a regular meeting or a special meeting called for that purpose.

All disbursements of funds shall require two signatures which shall be (1) either the President or the Vice President, and (2) either the Treasurer or Secretary.

ARTICLE XV

PROPERTY & EQUIPMENT

The Foundation may purchase such property, whether real or personal, as is deemed necessary to conduct its business and to further its purposes, but shall not purchase or hold real property unless such action is consistent with and in furtherance of the charitable purposes for which the Foundation is organized.

ARTICLE XVI

INTERPRETATION OF BY-LAWS

Any disputes as to the interpretation of these by-laws shall be referred to the member of the Board of Trustees serving by virtue of his holding the office of Advocate of St. James Council No. 6336, Knights of Columbus, for interpretation.

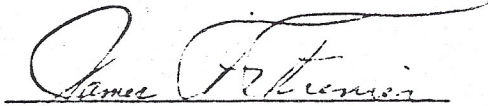
ARTICLE XVII

AMENDMENTS

Amendments to these By-Laws may be made at the Annual Meeting of the Foundation, or at any special meeting called by the Board of Trustees for that purpose, by a two-thirds vote of the members present; provided that no such amendment shall be presented unless notice of said proposed amendment shall have been mailed by the Secretary to each member of the Foundation at least five days prior to said meeting.

These By-Laws adopted by vote of the Membership on August 18, 1977.

John T. Moore, President


James F. Frenier, Secretary