

Oklahoma State Council Knights of Columbus

Bylaws of Knights of Columbus Foundation of Oklahoma (as amended through July 2017)

ARTICLE I.

Name

This foundation shall be known as and carry the name of Knights of Columbus Foundation of Oklahoma (the "Foundation").

ARTICLE II.

Location

The principal location of the Foundation shall be at the Center of Family Love, 6th & Texas, P.O. Box 245, Okarche, Oklahoma 73762.

ARTICLE III.

Purpose

This Foundation is organized and shall be operated exclusively for religious, charitable, scientific and educational purposes. In order to accomplish these objectives and to implement them, the corporation shall also have the power to:

(a) Aid, support, maintain and assist, by gift, donation, or otherwise, established religious or charitable institutions which have qualified under Section 501(c)(3) of the Internal Revenue Code, or comparable section of any future Internal Revenue laws, whose objects of purpose are to give spiritual or charitable assistance to children, people with disabilities, aged, indigent or needy persons, or to aid, support, maintain, assist, give or donate to such needy individuals who are deserving of charitable aid, **or any organization determined by the Board of Directors to further the purposes of the Foundation as identified in the official Catholic Directory which is referred to as the Kennedy Book;**

(b) To provide medical and surgical aid and nursing or other care for sick, infirm, aged, injured or destitute persons, who are in need of charitable care;

(c) To assist by gift, loan or otherwise such talented, industrious and needy young men or young women to pursue his or her studies or to develop his or her talent in any school or university, provided that such individual is approved for admittance to such school or university by the scholarship committee of such school or university, and, in event such assistance is rendered by means of a loan, such loan shall be repaid, in installments, upon the completion of such education, together with simple interest at a rate not in excess of six percent (6%), said interest to commence on the day after completion of such education, such interest

being charged only to encourage prompt repayment, in order to provide the Foundation with a revolving fund in furtherance of the educational purpose of the Foundation;

(d) To operate through its officers, Trustees, committees or other agencies, to seek out and investigate cases of worthy charity and to administer unto deserving and charitable cases through means derived from the contributions of its members and others and from such other sources of funds as this corporation may have, all in the furtherance of the exclusive purpose of this corporation;

(e) To solicit and accept voluntary contributions and to accept, receive and administer, for its exclusive purpose, cash and other property, whether the same be real, personal, or mixed, by gift, grant, devise, trust instrument, bequest, exchange or otherwise; and

(f) To have and maintain such office or offices and related equipment as are necessary to administer the affairs of said Foundation in the furtherance of the above mentioned purposes, and to do any and all things necessary in the premises in order to effectively receive, administer, manage, operate, disburse, and control any funds and/or property of any nature which the Foundation may have all in furtherance of the above-mentioned exclusive purposes of said Foundation.

ARTICLE IV.

Board of Directors

Section I: The control of the Foundation shall be vested in a Board of Directors, which shall be composed of nine (9) regular members and one (1) non-voting honorary member, who shall be the State Chaplain of the Oklahoma State Council of the Knights of Columbus (the "State Council"). The number of said Board of Directors may be increased or decreased by majority vote of the members of the State Council.

~~Section 2: The Directors shall be nominated by the duly elected State Officers, in addition, nominations for the Directors of the said Foundation shall be made from the floor by any member in good standing, and elected by the members of the State Council on the last Sunday of April, each calendar year. There shall be nine (9) Directors, composed as follows: Incumbent State Deputy, incumbent State Secretary, and incumbent State Treasurer, by virtue of their office, will, automatically serve for a one (1) year term or until their duly elected successors have qualified. Two (2) Directors shall be elected to hold office for one (1) year; two (2) shall be elected to hold office for (2) years and the remaining two (2) shall be elected to hold office for three (3) years. Thereafter, at each succeeding election, two (2) Directors shall be elected for a term of three (3) years.~~

Section II: The nine (9) regular members of the Board of Directors shall consist of the following:

(a) Ex Officio Directors. The incumbent State Deputy of the State Council, the incumbent State Secretary of the State Council, and incumbent State Treasurer of the State Council, by virtue of their offices, will each automatically serve for their respective terms of office or until their duly elected successors have qualified.

(b) Elected Members. The six Directors who are not ex-officio Directors shall be elected by the Members of the State Council in accordance with the following:

(i) The Directors may be nominated by the duly elected State Officers of the State Council. In addition, nominations for the Directors of the Foundation may be made from the floor by any member in good standing, and elected by the members of the State Council on the last Sunday of April, each calendar year.

(ii) Two (2) Directors shall be elected to hold office for one (1) year; two (2) Directors shall be elected to hold office for two (2) years and the remaining two (2) Directors shall be elected to hold office for three (3) years. Thereafter, at each succeeding election, two (2) Directors shall be elected for a term of three (3) years.

Section III: The Directors shall elect from their number, once each year, a President, Vice-President, Secretary-Treasurer, and a Counselor, who shall serve for a period of one (1) year, or until their successors are elected. Said election to be held during the month of July each year on a date, time and location to be determined by the officers still in office. Any officer elected or appointed by the Directors may be removed at any time by the Directors whenever in their judgment the best interests of the Foundation would be served thereby. A vacancy in any office shall be filled by the Board of Directors.

Section IV: The Directors shall have general control of the property of the Foundation and shall be empowered and authorized to do anything necessary to further the purposes of the Foundation.

Section V: Vacancies of Directors resulting from the resignation or removal of a Director may be filled by a majority vote of the Board of Directors. Directors so elected shall serve for the remainder of the term of the vacant position.

ARTICLE V.

Meetings of Directors

Section I: The meetings of the Board of Directors shall be from time to time as they may deem advisable, and notice thereof may be given orally by the President or by any person he directs.

Section II: Members of the Board of Directors or of any Board committee may participate in a meeting of the Board or committee by means of conference telephone or similar communications

equipment, provided that all persons participating in the meeting can hear each other. Such participation shall be considered to be presence in person at the meeting.

Section III: A majority of the Board of Directors shall constitute a quorum, and the votes of a majority of those present shall constitute a binding act of the Foundation. In case at any meeting, regular or special, a quorum of the Directors shall not be present for the transaction of business, any Directors or Board of Directors present at such meeting may adjourn the meeting from time to time until a quorum can be obtained.

Section IV. Any action required or permitted to be taken at any meeting of the Board of Trustees or of any Board committee may be taken without a meeting if all members of the Board or such committee, as the case may be, consent to the action in writing, and the written consent is filed with the minutes of the proceedings of the Board or committee.

ARTICLE VI.

Membership

Section I: This Foundation shall be a non-profit Foundation with no capital stock. Membership in the Foundation shall be acquired by members in good standing of the Oklahoma State Council, consideration for such membership will be the same as that paid to said member's council, and shall be evidenced by a membership card issued by the Oklahoma State Council.

Section II: ~~Every holder of the certificate shall be entitled to vote~~ Every holder of a current membership card shall be entitled to vote upon and elect the Directors nominated as provided in Section II of Article IV, and entitled to share in all the workings of the Foundation, and entitled to have voice in the election of the Directors, and any and all privileges arising from the purpose set out in the bylaws.

ARTICLE VII.

Meetings of Members

Section I: The annual meeting of the members of this Foundation shall be held on the last Sunday of April and every year thereafter on the last Sunday of April. Meetings shall be held at the site of the annual convention of the Oklahoma State Council. ~~Written notice of the said annual meetings of the members will be mailed to their home addresses. Once each year the members of this Foundation shall elect the Board of Directors and the said election shall be held on the last Sunday of April each and every year.~~ Written notice of the said annual meetings of the members will be published in the official publication of the Oklahoma State Council. The fiscal year shall run from July 1 until June 30 of each and every year hereafter.

Section II: Special meetings of the members may be called by the President on written request from any member of the Board of Directors or upon his own request. Notice of such meetings shall be given as provided in Section 1 hereof, and shall be at least ten (10) days prior thereto.

~~Section 3: The meetings of the Board of Directors shall be from time to time as they may deem advisable, and notice thereof may be given orally by the President or by any person he directs. Voting at all meetings of this Foundation, whether the same shall be of members or Directors, shall be determined by the members present, and the majority thereof shall constitute a binding act of the Foundation.~~

Section III: Voting at all meeting of the members of this Foundation shall be determined by the members present, and the majority thereof shall constitute a binding act of the Foundation.

ARTICLE VIII.

Powers of Directors

The Board of Directors shall have the management and control of the Foundation, and to that end they shall have the power to:

1. ~~Rent, lease, or acquire by purchase, gift, sale, devise, barter, trade or exchange all personal property necessary to conduct and carry~~ **Rent, lease, grant mortgages with respect to, security interests in and otherwise encumber or acquire by purchase, gift, sale, devise, barter, trade or exchange all real or personal property necessary to conduct and carry out the purposes for which this Foundation is organized.**

2. ~~Dispose of any interest of the Foundation in real ore personal property which is no longer necessary, proper, or identical for the purposes for which the Foundation is organized.~~ **Dispose of, grant mortgages with respect to, grant security interest in and otherwise encumber any interest of the Foundation in real or personal property which is no longer necessary, proper, or identical for the purposes for which the Foundation is organized.**

3. Let, rent or lease any portion of any building or property which the Foundation may own or in which it might have an interest, when necessary or when required or useful for the purposes for which the Foundation is formed. Provided that any such lease shall first have been approved by the membership of the Foundation at a regular or special meeting pursuant to ten (10) days written notice in the state publication or by separate letter, such notice to state the proposition to be voted upon.

4. Make such rules and regulations as they may deem proper to the economy, comfort and success of the Foundation and its members and generally do the things that may be necessary for the proper establishment, maintenance, control and management of its property.

5. Remove any member of the Board of Directors upon an affirmative vote of two-thirds majority of the Board or upon a majority vote of the members present at the regular meeting or any special meetings call for that purpose when the said Directors fail to attend, without cause, two (2) successive meetings of the Board or fails to attend the business of the Foundation expeditiously.

ARTICLE IX.

Property

The title to all real and personal property of the Foundation shall be held in the name of the Foundation and herein set forth.

ARTICLE X.

Duties and Authority of Officers

President: The President shall be the chief executive officer of the Foundation. He shall preside at all meeting of the Foundation, the Board of Directors and the members. He shall have general and active management of the business of the Foundation and shall see that all orders, directives and resolutions of the Board are carried into effect. He shall execute all contracts requiring a seal, after submitting the same to the Board of Directors. He shall appoint whatever committees which may be necessary to carry on the business of the Foundation and he shall perform all other duties necessary for the efficient operation of the Foundation which are not fulfilled by any of the other officers.

Vice-President: The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe.

Secretary-Treasurer: The Secretary-Treasurer shall keep all books belonging to the said Foundation. He shall have the custody of all the Foundation's funds and securities, if any there be, and shall make all collections and shall deposit all monies and other valuable effects in the name of and to the credit of the Foundation and in such depositories as may be designated by the Board of Directors.

He shall be bonded in the amount of Nil at the expense of the Foundation and this bond may be raised or lowered within the discretion of the Board of Directors.

He shall sign all checks and disburse the funds of the Foundation only after proper vouchers are signed by the President.

Counselor: The Counselor shall have the duty of attending to all legal business of the Foundation.

ARTICLE XI.

Amendments

The Bylaws may be altered or amended by an affirmative vote by two-thirds (2/3) of the members of the Foundation at any regular or special meetings, provided that written notice, as provided for herein, shall be given, stating that to be one of the purposes of such a meeting.

The Board of Directors shall render a written and detailed report of the business transacted by them at the regular annual meeting of the members.

Adopted the ___ day of _____, 2020.

President

Attest:

Secretary