

**BY-LAWS**  
**OF**  
**SWEETWATER HALL CORPORATION**

***ARTICLE I – NAME***

The name of this corporation (hereafter called corporation) is Sweetwater Hall Corporation. It is an adjunct of Sweetwater Council 10821 Knights of Columbus (hereinafter called council).

***ARTICLE II – PURPOSES AND POWERS***

**Section 1. Purposes.** The purposes of this corporation are:

- (a) To promote and extend fraternal, charitable, civic and social pursuits;
- (b) To render mutual aid and assistance to its sick, disabled and needy members and their families;
- (c) To uphold and perpetuate the highest standards among its members in the community;
- (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 the fraternal, charitable, patriotic and civic enterprises of the council and the 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 or shall it have any powers prohibited to an organization exempt from federal income tax under Section 501(c) or (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 or issue shares of stock or pay dividends, no part of its earnings or assets shall inure to the benefit of or be distributable 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.

## ***ARTICLE IV – MEMBERS***

**Section 1. Members.** The members of this corporation shall be solely the members in good standing of the council. 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 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 August, 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 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 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 Meeting.** The secretary shall cause written or printed notice stating the place, day 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.** Twelve members shall constitute a quorum at any meeting. If a quorum is not present at any meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

## ***ARTICLE VI – BOARD OF DIRECTORS***

**Section 1. Number.** The board of directors shall consist of nine persons who shall be members in good standing of the corporation. The council grand knight, deputy grand knight, and trustees shall be ex-officio board members<sup>1</sup>. 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, each director shall be elected to serve for 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 members 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 individual 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 that due to the expiration of a term of office, shall be filled by the board.

**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. Regular and Special Meetings.** The board of directors shall meet semi-annually for the purpose of transacting such business as may properly come before the meeting. It shall require the presence of at least five members of the board of any meeting to constitute a quorum. At any meeting of the board, the majority vote of the directors present and voting shall determine any matter submitted for consideration. Special meetings of the board may be called by the president by giving not less than one day written notice of the date, time and place of such meeting and the business to be transacted thereat. Upon the written request of not less than three members, the president shall call a special meeting of the board, giving written notice thereof as set forth herein. Any director may waive call and notice of any special meeting.

**Section 7. Compensation.** Directors shall not receive any compensation for their services as directors.

**Section 8. Committees.** Committees not having or exercising the authority of the board in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Members of the corporation who are not board members may be appointed to a committee.

**Section 9. Limitation of Office.** A director shall not be eligible to succeed himself after serving two full consecutive three year terms. This limitation shall not apply to ex-officio members.

**Section 10. Supervision of Directors.** The board shall be under the general supervision and control of the officers of the council and the council officers may remove any and all directors if their actions are found to be detrimental to the purposes of either the corporation or the council.

## ***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 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 and until his successor shall have been duly elected and qualified.

<sup>1</sup>Ex-officio members are members who hold the position by virtue of the office they hold. Powers may be exercised by an officer which are not specifically conferred upon him, but are necessarily implied in his office.

**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 depositories 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 auditors. 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 shall be bonded by a surety company in an amount specified by the board.

#### ***ARTICLE VIII – CONTRACTS, CHECKS, DEPOSITS AND FUNDS***

**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.

**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.

#### ***ARTICLE IX – 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.

## ***ARTICLE X – ORDER OF BUSINESS***

Section 1. The following shall be the order of business for meetings of the board of directors:

1. Call to order
2. Prayer
3. Reading of minutes of previous meeting
4. Treasurers report
5. Reading of bills and communications
6. Report of committees
7. Unfinished business
8. New business
9. Prayer
10. Adjournment

Section 2. The Following shall be the order of business for the annual meeting of the corporation:

1. Call to order
2. Prayer
3. Report of president
4. Presentation of audited financial report
5. Presentation of budget for ensuing year
6. Election of directors
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, in full, 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 may be adopted by two-thirds of the members present and voting at a membership meeting duly called in conformity with the requirements of Article V, Section 3, of these by-laws.